ALMOST FAMOUS

by

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FADE IN

A close-shot of a yellow legal tablet. A young hand writes credits in pencil. Dissolves of artifacts from the road -- hotel ashtrays, soap, pencils, hotel pads, phone books, the corner of a plane ticket. And then, the warm crackle of a vinyl record. It's Alvin and the Chipmunks. "Christmas Song."

SHOTS OF SAN DIEGO

A Southern California Christmas.

EXT. PACIFIC BEACH SHOPPING STREET - DAY

Santa Claus wears shorts and sandals, ringing a bell as he collects for the Salvation Army. The year is displayed on his collection box - **1968**. Turning the corner, walking into frame is **ELAINE MILLER**, 35. She is a tall woman, consumed by the fevered conversation she's having with her pale young son **WILLIAM**, late pre-teens. She hurries her son through the commercial juggernaut, continuing their lively intellectual conversation.

ELAINE
You want to be *Atticus Finch*. Oh, that makes me feel so good.

YOUNG WILLIAM
I like him.

ELAINE
(excited)
Why?

YOUNG WILLIAM
Well, he's honest.

ELAINE
Yes!

YOUNG WILLIAM
And he stands up for the right thing.

ELAINE
Yes.

YOUNG WILLIAM
And he's a good father.

ELAINE
Yes.

YOUNG WILLIAM
He did it all by himself.

ELAINE
Did what all by himself?

YOUNG WILLIAM
Raised his kids.

ELAINE
He didn't raise them by himself. Excuse me, who was the woman that came to their house everyday?

YOUNG WILLIAM
Calpernia.

ELAINE
Calpernia.
(charmed)
You remembered her name!

YOUNG WILLIAM
And what about Boo?

ELAINE
What about Boo?

YOUNG WILLIAM
Don't you feel really bad for him…?

ELAINE
I think that Boo Radley is one of the most interesting characters in "To Kill A Mockingbird".

INT. KITCHEN -- DAY

Mother and son continue their discussions, as she cooks strange-looking health-food cutlets. The meal simmers unappetizingly in the pan. Across the kitchen we see William. He's a great listener, with a calm and curious face that takes everything in.

WILLIAM
- so Livia -

ELAINE
-- killed everyone off so her son Tiberius could inherit the throne. Just like Nixon...

EXT. MINI-TRACT CONDO COMPLEX -- DAY

This is the new professional class. Move in on one of these homes, the one without Christmas lights.

At the door is a furtive 16 year-old Girl (**ANITA MILLER**) in a coat. She checks her breath, and gathers the proper nonchalance to enter. Music now fades.

There is a small clatter at the front door, as the girl we've just seen enters, barely brushing some chimes. She silently curses herself.

ELAINE
Anita, is that you?

ANITA'S VOICE
Hey Mom! I already ate.

Mom moves to the living room to greet William's sister. William peers into the next room.

INT. LIVING ROOM -- DAY

Anita is an alluring young Natalie Wood, with a suspicious and sunny smile.

ELAINE
You sure? I'm making soy cutlets.

ANITA
I'm fine. Already ate.

William stands in the doorway monitoring, as Mom moves closer to his sister. As always, Elaine continues her quest to understand the curious things in life.

ELAINE
Wait. You've been kissing.

ANITA
No I haven't.

ELAINE
(peering at her lips)
Yes... yes, you have...

ANITA
No I haven't.

ELAINE
Yes you have. I can tell.

ANITA
You *can't* tell.

Mom steps closer and examines the lips even more carefully.

ELAINE
Not only can I *tell*, I know who it is. It's Darryl.

Anita is stunned silent. She turns slightly to look at herself in a hall mirror, searching for clues.

ELAINE (cont'd)
And what have you got under your coat?

Anita surrenders an album now visible under her jacket. It's Simon and Garfunkel's *Bookends*.

ANITA
It's unfair that we can't listen to our music!

ELAINE
Honey, it's all about drugs and *promiscuous sex*.

ANITA
Simon and Garfunkel is poetry!

ELAINE
Yes it's poetry. It's the poetry of drugs and promiscuous sex. Look at the picture on the cover. Honey. They're on *pot*.

Nearby, William squirms at the gently escalating confrontation.

ANITA
First it was butter, then sugar and white flour. Bacon, eggs, bologna, rock and roll, motorcycles. *Then* it was celebrating Christmas on a day in September when you knew it wouldn't be "commercialized."

ELAINE
That was an experiment. But I understand -

ANITA
What else are you going to ban?

ELAINE
Honey, you want to rebel against knowledge. I'm trying to give you the Cliff's Notes on how to live in this world.

ANITA
We're like nobody else I know.

ELAINE
(stung)
I'm a college professor. Why can't I teach my own kids? *Use me.*

ANITA
Darryl says you use knowledge to keep me down. He says I'm a "yes" person and you're trying to raise us in a "no" environment!

ELAINE
(can't help it)
Well, clearly, "no" is a word Darryl doesn't hear much.

Anita gasps. Ever the peacemaker, William weighs in.

WILLIAM
Mom --

ELAINE
Everything I say is wrong.

ANITA
I can't live here! I hate you! *Even William hates you!*

WILLIAM
I don't hate her.

ANITA
You don't even know the truth!

William looks vaguely confused.

ELAINE
Sweetheart, don't be a drama queen.

Anita takes a breath and then out of her mouth comes these strangled-sounding words.

ANITA
Feck you! All of you!

ELAINE
Hey!

ANITA
This is a house of *lies*!

Anita runs to her room. Elaine turns to William, engaging him more as a fellow parent than a child.

ELAINE
Well, there it is. Your sister using the "f" word.

WILLIAM
I think she said "*feck*."

ELAINE
What's the difference?

WILLIAM
Well. The letter "u"...

Somehow, Mom is proud over this small intellectual flourish.

INT. GYM BATHROOM - NIGHT

Brenton Wood. "The Oogum Boogum Song." Camera drifts along a row of very mature young boys, ending with the much-younger William. Puberty is so distant on his horizon.

INT. FAMILY CAR -- DAY

William jumps into the backseat of Elaine's white Country Sedan station wagon, carrying books. Anita is also in the car. William leafs through the new school annual.

ELAINE
(by rote, to William in back)
Put on your seatbelt.

Anita examines her own un-fastened seatbelt, which Mom hasn't noticed.

WILLIAM
We got our annuals today --

ELAINE
"Received" your annual.

WILLIAM
(looking at his photo)
I look so much *younger* than everyone else.

ELAINE
Enjoy it while you can.

Anita is frustrated at her mother. She is bursting with a secret that can wait no longer.

ANITA
Mom. It's *time.*

ELAINE
Can this wait until we get home?

ANITA
Mom, *pull over.* Tell him the truth. *Tell him how old he is.*

Mom pulls over, and stares straight ahead with deep irritation.

ELAINE
He *knows* how old he is.

ANITA
The other kids make fun of him because of how young he looks. Nobody *includes* him. They call him "The Narc" behind his back...

WILLIAM
They do?

ELAINE
What's a "Narc?"

ANITA
(bleeding for her brother)
A Narcotics Officer!

ELAINE
Well what's wrong with ***that****?*

WILLIAM
Come on you guys. It's no big deal. I'm 12. It's okay. She skipped me a grade, it's okay. Big deal. I'm a year younger. They're 13, I'm 12 --
(beat)
Aren't I?

ELAINE
I also put you in first grade when you were five and never told you.

WILLIAM
So... I'm... how old?

A heavy quiet. Mom and Anita ignore him, as they debate the family secret with each other.

ANITA
Don't you realize, this is going to scar him *forever?*

ELAINE
Honey... sweetheart... don't be Cleopatra. We have to be his Mother *and* his Dad.

ANITA
You put too much pressure on him!

WILLIAM
How... old...

ANITA
And when he rebels in some strange and odd way, don't blame me.

WILLIAM
... am I?

ELAINE
(matter of fact)
I skipped you an extra grade. You're eleven.

WILLIAM
ELEVEN?

He looks at his body, the new information affects him physically. He is in shock.

ELAINE
So you skipped fifth grade. There's too much padding in the grades. I taught elementary school. 5th grade - unnecessary. Nothing happens in the 5th grade.

WILLIAM
E-*leven*.

ELAINE
And you skipped kindergarten because I taught it to you when you were four.

WILLIAM
(looking at his body)
This explains... so much...

ANITA
You've robbed him of an adolescence!

ELAINE
Adolescence is a marketing tool.

Anita reaches out to her brother. With the compassion of a saint, she offers this:

ANITA
Honey, I know you were expecting puberty. You're just going to have to shine it on for a while.

Deeply embarrassed, William shrinks down in the seat. Mom monitors his face constantly.

ELAINE
Who needs a *crowd?* Who put such a high premium on being "typical?" You're unique. You're two years ahead of everybody. Take those extra years and do what you want. Go to Europe for a year! Take a look around, see what you like! Follow your dream! You'll *still* be the youngest lawyer in the country. Your dad was so proud of you. He knew you were a *pronominally accelerated child.*

ANITA
What about me?

ELAINE
(heartbroken, can't help herself)
You're rebellious and ungrateful of my love.

Anita turns away, stunned.

INT. LIVING ROOM - DAY

Anita stands in the living room. Simon and Garfunkel's "America" plays on the stereo. She is so anxious to leave home, her hair is still in curlers.

ANITA
I want to play you a song that explains why I'm leaving home to become a stewardess, and try to listen.

ELAINE
We can't talk? We have to listen to rock music?

EXT. FRONT LAWN -- DAY

William watches sadly as Anita's good-looking boyfriend **DARRYL** loads her suitcases into a large turquoise Chevy. All coolness is leaving William's life. Mom watches nearby, worried and helpless.

WILLIAM
Take good care of her in San Francisco, man.

Darryl ignores the kid. He's invisible, even to Darryl.

ELAINE
How can she leave such a loving family?

Anita turns and heads toward William, placing her hands on his young shoulders.

ANITA
One day you'll be cool.

He nods stoically, hopefully. He is utterly lost. She leans forward and whispers in his ear.

ANITA (cont'd)
Look under your bed. It'll *set you free.*

Anita shakes hands with Mom, and exits. Darryl drives Anita away.

ELAINE
She'll be back.

ANITA
(in the distance, from car)
YEAHHHHH-HOOOOOOOO.

ELAINE
Maybe not *soon...*

William watches wistfully. He moves away from his mother. She pulls him closer, as the car disappears. We begin to hear The Who's "Sparks."

INT. WILLIAM'S BEDROOM - NIGHT

William reaches under the bed to find a tartan bag filled with albums. An amazing subversive collection, ending with , The Who's *Tommy*. Inside is a note from Anita: Listen to *Tommy* with a candle burning and you will see your entire future.

The heady effect of all these albums registers, as we see him light a candle.

DETAIL SHOT OF NOTEBOOK

Hard-etched ballpoint writing on William Miller's blue school notebook. Music continues as we see renderings of the names Led Zeppelin, Deep Purple, The Who... the name Lester Bangs... and the year which identifies it is now: **1973**.

EXT. LUNCH COURT -- DAY

William Miller, now 15 with longish hair, sits apart from all the older students. He's lost in a copy of *Creem* Magazine. Camera moves across the photos, catching the expressions and fashions of the rock heroes of the day. Drift down to a by-line -- *by Lester Bangs*.

EXT. DOWNTOWN SAN DIEGO RADIO STATION -- DAY

The song we've been listening to is ripped off the turntable by a highly-active man in a red promotional t-shirt proclaiming the greatness of The Guess Who. He is a ferocious, lumbering, music-driven presence, and he fills this small radio studio to the very brim. This is **LESTER BANGS**, 25, the rarely-seen God of a then new art-form -- Rock Journalism. A Disc-jockey with long-long hair watches helplessly. William watches through a glass corner window. He is the only person on the streets this early Saturday morning, watching the live radio show.

LESTER BANGS
Here's a theory for you to disregard completely. Music, true music not just rock and roll it chooses you. It lives in your car, or alone, listening to your headphones, with the vast, scenic bridges and angelic choirs in your brain. It's a place apart from the vast benign lap of America.

DISC-JOCKEY
Quite an honor to have the World's Greatest Rock Critic... and editor of *Creem* Magazine, back home in San Diego for a few days -- Lester Bangs.

Bangs searches for a worthy album from the radio station collection. He's tough to please.

BANGS (CONTD)
The Doors? Jim Morrison? He's a drunken buffoon posing as a poet.

DISC-JOCKEY
I like the Doors.

BANGS
Give me the Guess Who. They've got the courage to be drunken buffoons, which makes them poetic. Give me some White Light, White Heat.

Bangs now finds the album -- vinyl flying everywhere now, with no regard for album jackets.

BANGS (cont'd)
Iggy Pop! Amen! I should put this on. This isn't on your playlist.

DISC-JOCKEY
Lester, isn't it a little early for this?

BANGS
Not for me.

Bangs thuds the needle onto a copy of *Raw Power*. We're rewarded with a blast of Iggy and the Stooges' "Search and Destroy." Lester does an Iggy Pop impression, acting out a story for the d.j. that we cannot hear, never noticing the kid soaking in everything from the other side of this window.

EXT. RADIO STATION -- DAY -- LATER

Bangs walks with William, taking big swinging steps. Silent now, the streets are quiet. Bangs never mentions the kid's age, in fact he brusquely treats him as an equal.

BANGS
So you're the one who's been sending me those articles from your school newspaper --

WILLIAM
I've been doing some stuff for a local underground paper, too.

BANGS
What are you like the star of your school?

WILLIAM
They hate me.

BANGS
You'll meet them all again on their long journey to the middle.

The kid nods, they walk.

BANGS (cont'd)
Well, your writing is damn good. It's just a shame you missed out on rock and roll. It's over.

WILLIAM
Over?

BANGS
Over. You got here just in time for the death rattle, the last gasp, the last *grope*.

WILLIAM
Well. Least I'm here for that.

BANGS
What do you type on?

WILLIAM
Smith-Corona Galaxis Deluxe.

BANGS
You like Lou Reed?

WILLIAM
The early stuff. The new stuff, he's trying to be Bowie, he should be himself.

BANGS
Yeah, but if Bowie's doing Lou, then if Lou's doing Bowie, Lou's still doing Lou.

WILLIAM
If you like Lou.

BANGS
Take drugs?

WILLIAM
No.

BANGS
Smart kid. I used to do speed and sometimes cough syrup and stay up all night writing and writing, like 25 pages of dribble about The Faces, or Coltrane, *just to write*, you know, with the music blasting.

WILLIAM
Me too. The writing part...

Bangs laughs - an odd and charming laugh, the kind a tough guy keeps well hidden. They arrive at a corner, utterly alone on the streets of San Diego, no one else in sight.

BANGS
Well, alright. It's been nice to meet you. Keep sending me your stuff. I can't stand here all day talking to my many fans. Goodbye.

WILLIAM
Goodbye.

BANGS
Goodbye.

But neither have anywhere to go on this early downtown morning.

INT. DINER -- DAY

William listens as the great Lester Bangs eats a sandwich.

BANGS
-- so anyway, you're from San Diego and *that's good.* Because once you go to L.A., you're gonna have friends like crazy but they'll be *fake friends,* they're gonna try to *corrupt* you. The publicists! The bands! You got an honest face, they're gonna tell you *everything.* But you CANNOT make friends with the rock stars.

The kid takes out a green collegiate notebook and gestures -- *can I make a note?* Bangs nods.

In direct conflict with his brutal writing style, Bangs is looking suspiciously like a compassionate softie.

BANGS (cont'd)
Cannot make friends with the rock stars. That's what's important. If you're a rock journalist, a true journalist -- first you will never get paid much. But you *will* get free records from the record company.

The kid's eyes widen. Bangs leans forward, soaks in the kid's face.

BANGS (cont'd)
There is fucking nothing about you that is controversial. God, it's going to get ugly. They'll buy you drinks, you'll meet girls... they'll try to fly you places for free.... offer you drugs... I know. It sounds great. But *they are not your friends.* These are people who want you to write sanctimonious stories about the genius of the rock stars, and they will *ruin rock and roll* and strangle everything we love about it.

Privately, William thrills. *We. Our.* It all sounds great to him. He madly scribbles.

BANGS (cont'd)
They are trying to *buy respectability* for a form that *is gloriously and righteously -- dumb*! And you're smart enough to know that. And the day it ceases to be dumb is the day it ceases to be *real*. Right? And then it will just become an *Industry of Cool*.

WILLIAM
... Industry... of... cool...

BANGS
And *that's what they want!* And it's happening right now. I'm telling you, you're coming along at a very dangerous time for rock and roll. The war is over. They won.
(MORE)

BANGS (cont'd)
I think you should turn around and go back and be... a lawyer or something... but I can see from your face that you won't. I can pay you thirty-five bucks. Gimme a thousand words on Black Sabbath.

WILLIAM
An assignment.

LESTER
Yeah. And you should build your reputation on being honest and ***unmerciful***.

WILLIAM
Honest... ***unmerciful***...

BANGS
(confidentially)
And if you get into a jam -- call me. I stay up late.

INT. FAMILY CAR -- NIGHT

Elaine drives her son to the Black Sabbath concert. She looks out the window at the adrenalized concert-goers. She feels protective not just of her son, but an entire generation. William goes over questions for Black Sabbath.

ELAINE
Look at this. An entire generation of Cinderellas and *there's no slipper coming*.

William looks at the sign: TONIGHT - SOLD OUT - BLACK SABBATH with Stillwater.

WILLIAM
You can drop me off here.

ELAINE
Black. Sabbath. Just remember - you wanted to be Abraham Lincoln. You wanted to be Atticus Finch in *To Kill a Mockingbird*.
(William goes over questions)
As long as I know this is just a hobby, I'll go along with it.

WILLIAM
All I have to do is *listen*. That's what Lester Bangs said.

ELAINE
(dryly)
I'll be waiting right here at eleven 'o clock sharp. If you get lost, use the family whistle.

WILLIAM
Okay - will do -

He unhooks his seatbelt, stuffs his questions into an orange canvas shoulder-bag and exits. Elaine watches her son disappearing into the stony rock-concert crowd. Everything about this image troubles her. She fights with herself, and then uses the family whistle immediately. He turns.

ELAINE
(sweetly, too loud)
Don't take drugs!!

Fifteen concert-goers turn around instinctively, at the sound of *a Mother.*

HAPPY CONCERT GOERS
Don't take drugs!!

William winces, nods and moves forward. Black Sabbath's "Paranoid" echoes from the open windows of many other cars.

EXT. SAN DIEGO SPORTS ARENA BACKSTAGE RAMP -- NIGHT

William rings the buzzer. The door opens to reveal **FREDDY**, the keeper of the San Diego Sports Arena's backstage list. He is a wiry, angry man. He distrusts William on sight.

WILLIAM
Hi. I'm William Miller and I'm here from *Creem* Magazine to interview Black Sabbath.

Freddy moves to a nearby podium and barely looks at the list. He grabs the door handle, and immediately begins pulling it shut.

FREDDY
Not on the list.

Slam. The kid looks over his shoulder, at two chattering Groupies watching his dilemma from the top of the ramp. They look at him sympathetically, but he turns away. William rings the buzzer again, withdrawing a copy of *Creem* from his bag. The door opens.

WILLIAM
Sir, I'm a journalist, and here's a copy of the magazine.

FREDDY
You're *not on the list*. Go to the top of the ramp with the girls!

Slam. William stands there for a moment. Unsure of what to do next, he looks back to the top of the ramp. Rejected by him just moments earlier, the groupies now feign disinterest. Bracing himself, William rings again. The door opens slowly this time, and Freddy stands peering at him.

WILLIAM
What-happens-after-I-go-to-the-top-of-the-ramp with-the-gi -

Slam. Lock.

EXT. TOP OF SPORTS ARENA RAMP -- NIGHT

The wind whips. It's just William, and two Groupies in their evening best. They ignore him. Chattering excitedly, with sophistication far beyond her 17 years, is **ESTRELLA.** Her partner hangs in the shadows, with a couple of other groupies adjusting shoes. Estrella turns to the kid with great disinterest.

ESTRELLA
Who are *you* with?

WILLIAM
Me? I'm with myself.

ESTRELLA
No, who are you *with*? What *band*?

WILLIAM
I'm here to interview Black Sabbath. I'm a journalist. I'm not a... you know...

Estrella stares at him. Moving into the parking lot light is a luminous girl in a green faux-fur trimmed coat. This is **PENNY LANE.** There is an inviting warmth and real interest in the way she asks:

PENNY LANE
... you're not a *what*?

WILLIAM
(enthralled)
Oh... I'm just... not a... you know.

PENNY LANE
Not a "what"?

WILLIAM
You know. A "groupie."

The two girls erupt in instant disappointed protest.

WILLIAM (cont'd)
Sorry, I -

PENNY LANE
We. Are not. *"Groupies."*

Estrella indicates Penny with great reverence.

ESTRELLA
This is *Penny Lane*, man. Show some *respect*.

PENNY LANE
"Groupies" sleep with rock stars because they want to be near someone famous. We are here because of the *music*. We are *Band Aids*.

ESTRELLA
She used to run a school for Band Aids.

PENNY LANE
We don't have *intercourse* with these guys. We support the *music*. We *inspire* the *music*. We are here because of the music.

William is nodding like a doll in a dashboard window. Listening.

ESTRELLA
Marc Bolan broke her heart, man. It's famous.

PENNY LANE
It's a long story. I'm retired now. I'm just visiting friends.

ESTRELLA
She was the one who changed everything. *She* said "no more sex, no more exploiting our bodies and hearts... "

WILLIAM
Right. Right.

ESTRELLA
"... just blow-jobs, and *that's it.*"

Shot drifts off him and picks up, out of the darkness, a breathless girl teetering on tall shoes. She is in the vicinity of 16. She is **POLEXIA**, the voluptuous one, from Riverside.

POLEXIA
(the usual greeting)
It's all happening. It's all happening.

ESTRELLA
Polexia!! Did you tell Sabbath we were going to be here?

POLEXIA
I talked to Dick with Stillwater, I talked with Sabbath. They're all dying to see us. It's all happening.

PENNY LANE
This is our journalist friend. Journalist Friend, meet Estrella Starr, and Polexia Aphrodisia. And you are --

WILLIAM
William Miller.

POLEXIA
Here comes Sabbath!

ESTRELLA
Ozzy!!! Tony!! It's *us*!!

A long black limo with darkened windows swishes past, beeps twice. The metal backstage gate rises and the limo rolls inside. And then silence again. The girls do not discuss being rebuffed.

ESTRELLA (cont'd)
I think I saw Sapphire in there.

BAM -- THE BACKSTAGE DOOR OPENS

Out steps **SAPPHIRE**, 19, a tall girl with taller platforms. Heavy eye-makeup. Her accent is Texan, with odd traces of English. She holds a half-drained bottle of champagne and a fistful of passes.

SAPPHIRE
Does anybody remember ***laugh-tah****?*
(as they turn)
Come and GET 'EM!

Penny grabs William and he joins the clacking sea of legs moving down the ramp. Freddy immediately stops William, his hand blocking him.

FREDDY
Oh no. Not this one --

SAPPHIRE
Who brought *Opie*?

PENNY LANE
He's with us.

FREDDY
He wasn't with you.

SAPPHIRE
Are you going to turn this into a *Thing*?

FREDDY
All of you can wait outside! Top of the ramp!

WILLIAM
I don't want to cause a Thing. I'll wait.

PENNY LANE
(privately, to William)
I'll go take care of this. If I can.

Sadly, they leave him behind. Inside, the p.a. thunders with the music of Yes. Everything William wants to be a part of is on the other side of this door. And then it shuts. He stands alone.

At the top of the ramp, a tour bus unloads. It reads -- STILLWATER TOUR 73. Moving loudly down the ramp is the opening band. This is Stillwater. Four road-weary band members, and their road manager. Voices booming.

RUSSELL HAMMOND, 27, presses the buzzer with the nose of his guitar-case. It's obvious from moment one, even in darkness. This is the charismatic one, not a part of the pack. He's tired. They're late. The kid is invisible to him, as the others now arrive.

Tour/band manager **DICK ROSWELL**, 27, follows, loudly banging on the steel door. He has the flaxen-haired look of a former hippie, and he carries a silver Halliburton briefcase covered with backstage passes. His direction is always - forward.

DICK
Let us in, we're Stillwater! We're on the show!!

William is surrounded by them now. They stand together under the single lightbulb, familiar faces, a live-action album cover. **JEFF BEBE** the singer, his shiny black hair hanging in sheets around his head. **ED VALLENCOURT**, the quiet drummer, his long arms hanging limply at his sides. His is a face made for the background. **LARRY FELLOWS**, the compact bass-player. Dick now kicks at the door with his foot, as William produces a copy of *Creem* Magazine.

WILLIAM
(to Dick)
Hi, I'm a journalist. I write for *Creem* Magazine.

Once again, the magazine hangs there. He can't *give* it away.

JEFF
The enemy! A rock writer!

WILLIAM
I'd like to interview you or someone from the band.

DICK
I'm sorry but could you please *fuck off*?

William blinks a little, takes it in stride. Russell sizes him up, moving in the background.

JEFF
You guys never listened to our records. You're all just frustrated musicians.

They turn away. William shrugs. It's been a terrible night, but at least thrillingly so.

WILLIAM
Russell. Jeff. Ed. Larry.
(can't help it)
I really love your band. I think the song "Fever Dog" is a big step forward for you guys.
(MORE)

WILLIAM (cont'd)
I think you guys producing it yourselves, instead of Glyn Johns, was the right thing to do. And the guitar sound is *incendiary*. Way to go.

He turns and begins his long trek back up the ramp. That kind of love is hard to give up.

RUSSELL
(good-humored, yelling)
Well don't stop *there*!

JEFF/LARRY
Yeah, come back here!! Keep going!

RUSSELL
Yeah, we didn't mean fuck *off*.

They wave him back, as the backstage door opens again. Freddy quickly spots the kid and squares off for battle. Russell notes the kid's swirling emotional state, shoves him forward.

RUSSELL (cont'd)
He's with us.

FREDDY
He's not with you. He's not with *them*. He's not on the *list*. ***He's not coming in***. And this is my arena.

Dick moves forward, to Freddy, busying him with the details of the list that he withdraws from his briefcase.

DICK
I understand fully, so anyway, here's our list of people who do belong -

He motions behind Freddy's back, and the band eases the kid past Freddy with no problem. Dick thanks Freddy and they move on. Beat. Freddy looks around. The kid is gone.

INT. BACKSTAGE HALLWAY -- NIGHT

The band moves quickly down the hallway, with William moving to keep up. A young, grizzled red-haired roadie, RED DOG, catches them on the way.

RUSSELL
Red Dog!

It's all a beautiful circus to William, everywhere he looks.

INT. DRESSING ROOM -- NIGHT

Dressing room activity swirls around him, as William simply listens. He holds a small microphone. Jeff Bebe talks to the kid. As the other band members drift across frame, Russell Hammond straps on his guitar and gets ready for the show in the background. To the kid, every word is a reckless gem.

JEFF BEBE
Some people have a hard time explaining rock and roll. I don't think anyone can really explain rock and roll... maybe Pete Townshend. But it's *okay*, because rock and roll is a LIFESTYLE... and a way of thinking and it's not about money and "popularity!" Although, *some* money would be nice.

Jeff sprays some shaving cream into his palm, and rubs it into his scalp - poor man's mousse.

JEFF BEBE (cont'd)
But it's a voice that says *here I am*... and FUCK YOU if you can't understand me.

Russell smooths the strings of his guitar with a small cloth. The kid notices all these close-up details.

JEFF BEBE (cont'd)
And one of those people is gonna save the world and that means that ROCK AND ROLL CAN SAVE THE WORLD -- all of us together.

The kid's eyes dance. He checks to make sure he's getting the recording. Something is wrong with his tape recorder. He jostles the machine. The band continues, unaware.

JEFF BEBE (cont'd)
And the chicks are great.

The kid bangs on the machine. It starts to work.

JEFF BEBE (cont'd)
But we didn't do it for that! We are here because we needed to fuckin be here, not just 'cause we needed to get away from Troy, Michigan, WHICH WE DID... but what it all comes down to is that *thing*.
(MORE)

JEFF BEBE (cont'd)
The Indefinable Thing, when people catch something from your music, the thing you put into it. I'm talking about... what am I talking about?

WILLIAM
The buzz?

JEFF BEBE
THE BUZZ! And the chicks, the WHATEVER, is an off-shoot of THE BUZZ. And like -- you saying you liked "Fever Dog?" That is the fucking buzz, man.

Dick arrives.

DICK
Anyone who isn't in the band *out*! It's nearly showtime.

INT. BACKSTAGE STEPS -- NIGHT -- MINUTES LATER

William sits on the backstage steps, writing feverishly in his notebook. Behind him, two steps higher, Penny Lane scoots into place.

PENNY LANE
I found you a pass.

WILLIAM
Thanks. I got in with Stillwater.
(amped)
It's the best interview I've ever done... I've only done *two*, but you know... this is number one.

PENNY LANE
You're learning. They're much more fun on the way up.

William nods, still scribbling. She eases down next to him. Her proximity causes him to look at her, his eyebrows rising. She smooths them down with two single fingers.

PENNY LANE (cont'd)
How old are you?

WILLIAM
Eighteen.

PENNY LANE
Me too. How old are we really?

WILLIAM
Seventeen.

PENNY LANE
Me too.

WILLIAM
Actually I'm 16.

PENNY LANE
Me too. Isn't it *funny*? The truth just *sounds* different.

WILLIAM
I'm 15.

PENNY LANE
You want to know how old I really am?

WILLIAM
No.

She looks down the hall, drawn to the sound of another band tuning up. Music is her religion.

WILLIAM (cont'd)
How did you get started in all this?

PENNY LANE
It's a long story.

WILLIAM
Right. Right.

PENNY LANE
We live in the same city. We should be friends.

WILLIAM
What's your real name?

She takes his backstage pass from his shirt and puts it on his thigh -- the cooler location. Nearby, the dressing room door opens, and band exits. Excitement level rises as they mass in the hallway.

RUSSELL
The Enemy!

Russell approaches, as William stands. Penny watches, hanging out of Russell's eyesight. The kid is anxious to introduce his new friends.

WILLIAM
Russell, this is Penny Lane.

PENNY LANE
Pleasure.

RUSSELL
Penny Lane. Like the song, right?

PENNY LANE
Have we met?

They shake, and do not let go for too long. They regard each other. Shot takes us to William, who puts two and two together. Once again, he is invisible.

WILLIAM
Well, I guess you've... you've met.

INT. ARENA - NIGHT

Stage lights dim on a crowd of fans. Applause.

INT. BACKSTAGE/STAGE -- NIGHT

Dick's flashlight dances on the ground just in front of the group, Penny Lane and William in tow. They reach the top of the stairs. Russell pulls William into the band's huddle. It's their band ritual, psyching together, arms on each other's shoulders in a circle. They sing a few lines of the classic "Train Kept A-Rollin'" or "Go See Cal." They *break*. Russell directs William and Penny to his side of the stage. Plugging in, Russell hits a chord -- *thwack*. Applause. Twenty feet away, Dick prepares to address the crowd from the darkened stage.

DICK
(to William)
How do I look?

WILLIAM
Good.

It is his favorite moment of the evening, the highlight of his job, as he speaks with perfect timing and great importance.

DICK
From Troy, Michigan. Please welcome. *Stillwater.*

Light hits the stage, and the band launches into their opening song, "Fever Dog." Audience response is strong.

Jeff Bebe grabs the microphone and launches into some vocal pyrotechnics Russell looks over to Penny and William, at stage right, grinning, pretending to trip on his cord, an elegant show-off move of a musician who is now where he belongs... before seriously stepping forward for the first guitar lead of the night. Shot lingers on the face of William as he soaks in the most undeniably exciting moment of any concert, the first thirty seconds. The kid looks over to , see Penny watching Russell. She dances very slightly, almost still, a part of the music.

EXT. BACKSTAGE -- NIGHT -- LATER

Stillwater heads for their bus. Jeff Bebe says goodbye to Polexia, like a sailor leaving port. Russell lingers behind, loading his own equipment, saying goodbye to William.

RUSSELL
You want to come up to L.A., we'll be at the "Riot House" all week.

WILLIAM
"The Riot House?"

RUSSELL
The Continental Hyatt House. It's on Sunset Strip.

WILLIAM
Right. Right.

All the while, just over the kid's shoulder, Russell scans the backstage crowd of hangers-on. Looking perhaps for Penny Lane. Dick passes, attempting to corral his band members into leaving.

DICK
Let's blow this burg! Come on -

RUSSELL
Well tell your friend Miss Penny Lane to *Call Me*. Tell her "It ain't California without her. We want her around like last summer." Say it like that.

WILLIAM
Got it.

RUSSELL
(exiting, whispers)
I'm under the name - *Harry Houdini*.

JEFF
(exiting, to William)
The Enemy!! Come to L.A. we'll talk some more!

Russell joins Jeff, who exits with Polexia. A good show is still in the air.

WILLIAM
Later Jeff! Polexia! See you, Dick. Larry. Ed.
(and now the roadies)
Mick, Gregg, Red Dog, Scully, Frosty, Ainesworth! Estrella, *The Wheel!*

ROADIES
Laterrrr!

DICK
We'll see you down the line.

William is deliriously happy, hands upraised as they exit. Sapphire leaves the kid with a kiss.

SAPPHIRE
Goodbye Opie.

William turns to see Penny.

WILLIAM
PENNY!

PENNY
Hey. Hey. Be cool.

WILLIAM
You just missed Russell! He says he's at the "Riot House" all week and to call him. He's under the name *Harry Houdini*. Do you know about the "Riot House?"

PENNY LANE
I think I've heard of it.

WILLIAM
He had a message for you! He said, "It's not California without you. We want you around like last summer." Actually he said "ain't." "It *ain't* California without you" --

PENNY LANE
I get the gist.

WILLIAM
How well do you guys know each other?
(she smiles privately)
I got it. No problem. Long story.
I gotta go.

PENNY LANE
I'll walk with you.

Elsewhere in the arena, Black Sabbath is performing "Sweet Leaf." William heads for the door. Penny walks with him. They pass a still-scowling Freddy, as they exit out into the night air.

EXT. SAN DIEGO SPORTS ARENA -- NIGHT

Penny writes her number on the back of his green notebook in eyeliner pencil.

PENNY LANE
So call me if you need a rescue. We live in the same city.

WILLIAM
I think I live in a different world.

They stand in the night air. The parking lot is largely silent now, save for the thudding bass sounds of Black Sabbath. In the distance, we hear Elaine's insistent whistle.

PENNY
Speaking of the world. I've made a decision. I'm going to live in Morocco for *one year*. I need a new crowd.

He nods. She leans forward with a very serious proposition.

PENNY (cont'd)
Do you want to come?

WILLIAM
Yes.

PENNY
(she smiles)
Are you sure?

WILLIAM
Ask me again.

PENNY
Do you want to come?

WILLIAM
Yes. Yes. Yes.

In the distance, we hear the family whistle growing louder.

PENNY
It's a plan. You've got to call me.

WILLIAM
Okay.

PENNY
It's all happening.

He nods cooly. He waits until she turns, and then sprints through the parking lot, to the distant whistle.

FADE OUT:

FADE IN:

INT. WILLIAM'S BEDROOM - DAY

The work of a journalist, as William sits at his Smith-Corona Galaxis. He meticulously untangles the voices from his lively interview with Stillwater.

INT. LIVING ROOM -- EVENING

William slips on corduroy jacket, over a tie-dyed shirt. Well, it's definitely a look. Mom appears more nervous than her son.

ELAINE
I worry about the drunk drivers.

WILLIAM
Mom. I'm *15*.
(beat, vague panic)
Right?

ELAINE
Yes, you're 15. "And here's that money I owed you."

She reaches in a small box near the door, gives him twenty bucks. It's their routine.

ELAINE (cont'd)
Your dad's favorite joke. I don't do it as well.

WILLIAM
I thought that was pretty good.

ELAINE
Keep the small bills on the outside. And call me if *anyone* gets drunk.

WILLIAM
I will call you if anyone *anywhere* gets drunk.

ELAINE
Good.

WILLIAM
And don't take drugs.

ELAINE
Ha ha. Very funny. See -- sense of humor. Have fun at the dance. I'm glad you're making friends.

They move to the door together. He steadies her, as if to remind her *she's not going.*

WILLIAM
Mom? *Stay.*

ELAINE
(startled at herself)
Oh... okay.

WILLIAM
I-love-you-bye.

Watching him leave is always a killer. And it's not getting any easier. He opens the door and exits. She loves their routines. We hear Neil Young's "Sugar Mountain." The music oddly suits her, though she'd never know it.

EXT. SUNSET BOULEVARD -- LATER NIGHT

Miss Penny Lane's Vega makes the big swing onto Sunset Boulevard. William takes it all in from the passenger seat. Huge billboards advertise not cigarettes or beer, but *albums.* It's a wondrous piece of geography for any rock fan. He moves his head outside the window to see fully.

PENNY LANE
(his new best friend)
I always tell the girls - never take it seriously. If you never take it seriously, you never get hurt. If you never get hurt, you'll always have fun. And if you ever get lonely, just go to the record store and visit your friends.

WILLIAM
So you and Russell --

PENNY LANE
No. Russell has a girlfriend. I can't even say her name. Ah! The Riot House!

A look between them.

PENNY LANE (cont'd)
Could you hand me my shoes? The ones with the straps.

EXT. SUNSET BOULEVARD -- NIGHT

Rod Stewart's "Every Picture Tells A Story" ricochets across the Strip, blasting from cars tuned into KMET. Penny and William dart across the busy street. She stumbles a little on her platforms. He steadies his taller date. They are a good team.

INT. HYATT HOUSE LOBBY -- NIGHT

Penny blasts into the Continental Hyatt House, William on her arm. The lobby of this bastion of seventies rock is more alive than most clubs. It's a swirling mass of Roadies, mingling Rockers, and more than a few Groupies with lower-ambitions and taller-platforms than Penny Lane. The feeling is communal, illicit, intoxicating. The secret community of rock.

PENNY LANE
It's all happening.
(grabbing him like a shield)
And I'm about to use you as protection.

ROADIE # 1
Penny Lane!!

INT. HALLWAY/RUSSELL'S HOTEL ROOM -- NIGHT

And now appears Superfan **VIC NUNEZ**, 14, with a friend. His eyes are forever moist, but he's oddly formal and never feels worthy of the rockers he idolizes. Tonight he wears a custom homemade t-shirt featuring the four Led Zeppelin symbols and the words: **"TO BE A ROCK AND NOT TO ROLL."** A felt-tip pen is still in his quivering hand.

VIC
It's all happening!! I just saw them on the seventh floor!
(MORE)

VIC (cont'd)
Mr. Jimmy Page... Mr. John Paul Jones...
(displays squiggle on shirt)
Mr. Robert Plant signed my shirt in the elevator!! Five minutes ago, he touched this pen. Please don't smear it. And Bonzo has a new motorcycle in the hotel!

PENNY
Vic is a Zeppelin fan.

WILLIAM
Yeah, I picked that up.

As William walks, he looks into the passing rooms, seeing glimpses of different lives. One door features a man and a woman who ***shut*** the door just after he looks in... the next open door features a young musician and his girlfriend, both facing each other, playing guitars and dueting on a new original song.

PENNY
He tours with them, but not "with" them.

VIC
They're on the twelfth floor, but there's guards there! So you gotta go to the tenth floor and go up the back steps.

PENNY LANE
Vic, this is my very dear, very close, very *wonderful* friend William Miller. He is *very close* with Lester Bangs.

VIC
It's all happening!!

William reacts, keeps moving with Polexia, Vic and an ambivilent Penny walk the hallway, looking for the Stillwater room. The back of Vic's shirt reads: **HAVE YOU SEEN THE BRIDGE?**

PENNY LANE
Okay. Time to put on the lampshade.

Up ahead, the door to their smallish hotel room is open.

INT. HOTEL ROOM -- NIGHT

Inside, a band party/Hootenanny is in full-swing. Russell Hammond moves through this party, jabbing out the chords, playing along with a boombox blasting James Brown's "Make it Funky." Penny Lane takes a breath and enters, arms extended and pointing in opposite directions. She does a flawless stewardess imitation, complete with perfect hand gestures, to a loud ovation.

PENNY LANE
"Ladies and Gentlemen. Please extinguish all smoking materials and notice that the captain has turned on the No Smoking sign. Your seats and tray tables should be locked in their full and upright positions."

RUSSELL/OTHERS
PENNY!! PENNY LANE!!

She is instantly and overwhelmingly, the life of this party. Russell joins William.

RUSSELL
Hey man.

He places a beer in William's hands, and exits.

PENNY LANE
"In the unlikely event of a water landing, the seat below you will serve as a - "
(gives up)
Oh, the hell with it.

They applaud her, laughing. William watches, as Penny turns his way and winks. Jeff Bebe approaches the alluring Polexia, and goes to get her a beer. Meanwhile, Polexia sidles up to William. They regard Penny Lane across the room.

POLEXIA
Act One, in which *she* pretends she doesn't care about him.

POV shot travels to Russell, strumming the guitar that is always a part of his body. Russell is watching Penny Lane surreptitiously.

POLEXIA (cont'd)
Act Two, in which *he* pretends he doesn't care ... and goes right for her.

Russell moves towards Penny.

POLEXIA (cont'd)
Act Three, in which it all plays out the way she planned it. She'll eat him alive.

WILLIAM
(worried)
We've got to stop them.

POLEXIA
Stop them? You were her excuse for coming here.

William vaguely considers these deep waters.

PENNY
I need ice!

She disappears out the door, across the hallway. Russell follows a moment later. The kid's eyebrows rise. Polexia regards him with affection, adjusting his collar and peeling a hair off his jacket.

INT. HALLWAY - NIGHT

The hallways are crowded, as William looks at the closed door of the ice room. He leans against the wall, trying to look like he belongs. Penny's coat obscures the small window looking in.

INT. ROLLING STONE MAGAZINE -- DAY

Music. We follow an earnest Fact Checker as she delivers xeroxed copies of a manuscript through these cubicles.

FACT CHECKER
This is all fact-checked and ready.

The office is bustling with laid back fervor. These are the San Francisco-based main offices of *Rolling Stone* Magazine. Camera catches the Annie Leibovitz portraits that hang on the walls -- Lennon, Jagger, Rod Stewart, James Taylor. We find editor **BEN FONG-TORRES**, 29, in his cramped cubicle. Sitting nearby is curly-haired and mustachioed Star Staff writer, **DAVID FELTON**, 32, who smokes his cigarette with a long holder. Felton reads one of William's articles, chuckling.

BEN FONG-TORRES
William Miller?

INTERCUT:

INT. WILLIAM'S BEDROOM -- DAY

William is on the phone in his own small room.

WILLIAM
This is he.

BEN
Crazy. William, this is Ben Fong-Torres. I'm the music editor at *Rolling Stone* Magazine. We got a copy of your stories from the San Diego Door. This the same William Miller?

William instantly, nervously alters his voice to sound older.

WILLIAM
Yes it is.

BEN
(rifling through tearsheets)
Voice of God, howling dogs, the spirit of rock and roll... this is good solid stuff.

WILLIAM
Thanks.
(immediately, suddenly deeper)
Thanks.

BEN
You should be writing for us. Any ideas?

WILLIAM
(voice now too deep)
How about Stillwater?

INT. ROLLING STONE MAGAZINE -- DAY

Ben shuffles through papers, looking for a tour itinerary on his promotional-material laden-desk, automatically plotting the piece aloud. He is pleasant, but terse.

BEN
Stillwater. Hard-working band makes good. New album, their third, starting to do something. Crazy. Let's do three-thousand words. You'll catch up to them on the road. We'll set up billing -- don't let the band pay for anything.

WILLIAM
Sounds good.

BEN
We can only pay -- lemme see, three-thousand words -- *seven hundred dollars*. Alright, a grand.
(William's eyes widen)
What's your background? You a journalism major?

WILLIAM
Yes.

BEN
What college --

INT. WILLIAM'S HOUSE -- DAY

Elaine now picks up the extension.

ELAINE
Honey, I need you to do that thing that fixes the garbage disposal --

INT. WILLIAM'S BEDROOM --DAY

She hangs up. The kid is paralyzed.

BEN
Well, I know how *my* lady gets when I don't snap to it -

WILLIAM
Crazy.

BEN
Crazy! I'll let you go. Call me at the San Francisco office tomorrow.

INT. LESTER BANGS HOME -- LATE NIGHT

The great Lester Bangs stands in the promotional album-clogged bedroom of his Birmingham, Michigan, home/office at *Creem* Magazine. In the background, The Guess Who's live version of "American Woman"

LESTER BANGS
Beware *Rolling Stone* Magazine. They will change your story, they'll re-write it and turn it into swill. Beware!!

INT. WILLIAM'S BEDROOM -- NIGHT

WILLIAM
But besides that, what would be wrong with it?

INT. LESTER BANGS HOME -- LATE NIGHT

LESTER BANGS
(laughs, entertained)
You have starry eyes, my friend. Look. Do the story. It's a good break for ya. But remember this --

The kid listens intently, and makes notes.

LESTER BANGS (cont'd)
... don't do it to make friends with people who are trying to use you to further the big business desire to glorify worthless rock stars like Stillwater. And don't let those swill merchants re-write you.

WILLIAM
... swill merchants...

EXT. BANGS HOME - NIGHT

A single light on in a darkened building.

LESTER BANGS
Now. What are you listening to?

WILLIAM
Stillwater.

LESTER BANGS
Stillwater!
(hangs up)
The kid's doing drugs.

INT. WILLIAM'S HOME -- LATE AFTERNOON

William sits in the living room listening to his mother's verdict:

ELAINE
No no no no no no *no.*

She shuts her eyes, and blurts out something against her better judgement.

ELAINE (cont'd)
NO MORE THAN FOUR DAYS AND I WANT A PHONE NUMBER FOR WHERE YOU ARE EVERY MINUTE AND I WANT YOU TO CALL ME TWICE A DAY AND YOU'D ***BETTER NOT MISS ONE TEST*** *- AND NO DRUGS.*

INT. STILLWATER TOUR BUS -- DAY

An empty Heineken bottle rolls down the aisle, takes us to William on the Stillwater bus. He has joined the circus, and the feeling of being here is a lot more lonely and forbidding than he expected. The bus struggles to make it up the hill, back rows shuddering loudly, as music continues. It's the Allman Brothers Band's "Trouble No More".

DICK
C'mon, Doris! Darling Bus. You can make it!

EXT. NEVADA DESERT HIGHWAY -- DAY

The Stillwater Tour Bus rumbles down the desert highway. Destination banner reads: ALMOST FAMOUS -- TOUR 73. Music continues.

INT. BUS - DAY

William strains for a look at Russell, five rows up. He plays slide guitar, working out a part. Next to Russell is Penny Lane. Penny raises an early-model Polaroid camera and - flash - takes a picture of a nearby sleeping Jeff Bebe.

PENNY
Gotcha.

Jeff grumbles from the depths of a hangover. Penny stuffs the shot in her pocket. William watches. It causes his private heart to pound. He rises and approaches Russell. Shot takes him down the aisle to the star guitarist. He crouches in the aisle and talks to Russell who is talking music with Larry.

WILLIAM
Russell. Excuse me. Do you think we might be able to find some time to talk when we get to Phoenix? I want to interview everyone separately... and I felt we'd start with you and me.

Nearby, Jeff listens in, feeling immediately jealous.

RUSSELL
Absolutely.

WILLIAM
Because I've got a thing in a couple days.

RUSSELL
What.

WILLIAM
(self-conscious)
It's a... thing where... uhm... you go there to graduate. School.

RUSSELL
I *never* graduated. And look what happened. You're here interviewing *me*.

Good point. Laughs from those listening nearby. William makes a quick jot in his notebook.

RUSSELL (cont'd)
No no no. Don't put *that* in *Rolling Stone*. My bio says I graduated. We'll come up with something better later. Just enjoy the ride.

Russell turns away, as in see you later. Penny notices, and laughs warmly.

INT. ARIZONA RAMADA INN LOBBY -- DAY

All enter the lobby like warriors, in a pack. The hotel chairs are spotted with curious hangers-on, decked out and lounging, waiting for rockers. Dick is already stationed, as always, at the front desk. The sad state of hotel service grates on a road dog like Dick. He is forever teacher others their jobs.

DICK
Jeff, Larry... keys... keys... keys... room list... bags in ten!
(re: luggage, to hotel bellman)
If it doesn't have a number on it, it ain't ours!

RUSSELL
Dicko, could you put a Do Not Disturb on my phone? I'll call you later.

DICK
Russell, your key!

Russell, who appreciates the care-taking, returns for his key and messages. Dick continues juggling five things at once. Penny is nearby with suitcase and tackle-box purse. William watches the delicate negotiation as Russell nods to her as in - stay with me. Penny nods back. William watches Russell's guitars whisked away - luggage marked 2, 3 and 4. Dick turns to him importantly.

DICK (cont'd)
The Enemy! Here you go, here's the key to your palatial suite, room list, plus here's your luggage tag. You're number 42.

CLERK
Is this Mr. Miller? You have a message from Elaine.

WILLIAM
Thanks.

CLERK
(confidentially)
She's a handful.

WILLIAM
I know.

CLERK
She freaked me out.

He looks down at the message in his hand, and opens it. It reads: DON'T TAKE DRUGS. He closes it quickly, before anyone can see, and tries to pretend this embarrassing moment didn't happen. Nearby, the walking commotion arrives, clacking through the lobby. It's Sapphire. Last night's clothes are now today's. She holds a travel case, a tackle box containing who-knows-what, and hanger with some odd blouses.

SAPPHIRE
Finally, you're here!! They kicked me out of my room! Fuck Ozzy!

She hugs Penny Lane. Estrella appears, happy to have help with Sapphire.

Russell approaches William.

RUSSELL
Come by in a few minutes. We'll do the interview.

The kid nods, exits and goes to join Penny, who mothers the upset Sapphire. Russell looks through his messages at the elevator. Jeff Bebe approaches, regarding William standing with Penny and the girls. Intrigue is swirling in the lobby.

JEFF
I'm worried, man.

RUSSELL
Naw, we can trust him. He's a fan.

JEFF
But it's *Rolling Stone*. He looks harmless, but he does represent the magazine that trashed *Layla*, broke up Cream, and ripped every album Led Zeppelin ever made. Don't forget the Rules. This little shit is the Enemy. He writes what he sees. Although it *would* be cool to be the cover.

INT. RUSSELL'S ROOM - DAY

Freshly showered, Russell plays acoustic guitar. Around him, Penny Lane goes about making this room a home -- fluttering scarves over lamps, lighting incense, adjusting drapes.

EXT. HALLWAY -- DAY

The hanging sign on the door reads: DO NOT DISTURB. William knocks on Russell's door. A maid pushes up against him with her cart, which now blocks the hallway.

WILLIAM
SHOULD I COME BY LATER?

A group of golf conventioneers are now trapped behind the maid cart. They ease past William.

RUSSELL (O.S.)
YES, I'M IN TOO TRUTHFUL A MOOD!

WILLIAM
MAYBE THAT'S A GOOD THING!!

RUSSELL (O.S.)
I'LL SEE YOU AT THE RADIO INTERVIEW LATER!! TEN-THIRTY IN THE LOBBY.

WILLIAM
OKAY!

RUSSELL
GO AWAY!

WILLIAM
OKAY! BUT I'M SUPPOSED TO FIND OUT "WHO YOU ARE"

RUSSELL (O.S.)
WHEN YOU FIND OUT, LET ME KNOW.

WILLIAM
OKAY!

We hear Penny's giggle. It hurts a little. The door opens, and it's Penny looking ravishing. In the background, Russell playfully pelts the kid with crumpled up wads of hotel stationery.

PENNY
You Okay? Don't worry. Come to the radio interview.

RUSSELL
(as in "you're one of us")
GO AWAY!

WILLIAM
No, I'm fine. I'll just interview Jeff Bebe some more.

PENNY LANE
(to Russell)
That was rude...

She shuts the door, laughing. William stands at the door. He can't help but listen to the muffled sounds of laughter, just for a moment, escalating. He flips the sign over: HOUSEKEEPING PLEASE ENTER -- CLEAN ROOM.

INT. WILLIAM'S HOTEL ROOM

The phone is ringing. Sapphire emerges from the bathroom and picks up the phone.

SAPPHIRE
Pronto? Hello?

INTERCUT:

INT. ELAINE'S BEDROOM -- NIGHT

It's Elaine on the phone.

ELAINE
May I speak with William please?

SAPPHIRE
He's not here. I think he's in the bar with the band. They just got back from the radio station. Is this Maryann with the pot? Hello?

Elaine's faces her worst nightmare.

ELAINE
No. This isn't Maryann with the pot. This is Elaine... his Mother.

Sapphire cringes.

ELAINE (CONTD) (cont'd)
Could you please give him a message? Could you tell him to *call home immediately?* And could you also tell him -
(at full power)
I know what's going on.

SAPPHIRE
Alright. Okay. But I'm just going to say this, and I'm going to stand by it.
(can't help herself)
You should be really proud of him. 'Cause *I know guys...* and I'll bet you do too. And he respects women, and he likes women, and let's just pause and appreciate a man like that. You created him out of thin air, and you raised him right, and we're all looking out for him. And that's more than I've ever said to my own parents, so there you go.
(silence)
This is the maid speaking, by the way.

EXT. HOTEL POOL AREA - NIGHT

Russell walks the outskirts of a pool area with William. William follows him through the sliding glass door to his room, facing the pool. The pool area has been overtaken by the Stillwater tour members. Jeff sits in a chair nearby. Dick laughs at a joke. Always the life of the party, Penny dispenses stolen towels from a maid cart. Penny Lane is the first to slip into the pool for some after-hours, against-the-rules swimming.

Effortlessly, she turns a collection of people into a party. In the background, Little Feat's "Easy To Slip".

RUSSELL
Shut that thing off, and I'll tell you the truth.

William shuts his tape recorder off.

RUSSELL (cont'd)
Look. I trust you. I'm going to lay this right on you. Just make us look cool.

WILLIAM
I will quote you warmly and accurately.

RUSSELL
That's what I'm worried about. See - some of us have girlfriends back home. Some of us have wives. And... some of the people you meet on the road are really amazing people.

They both look at Penny Lane, sparkling, fresh from the pool. Swirling up the party.

RUSSELL (cont'd)
Like *you*. And some of the things that happen are good for just a few people to know about - as opposed to, say, a ***million*** people.

WILLIAM
Ohhhh. *Oh*. Yeah.

RUSSELL
You know what I mean?

WILLIAM
Right. Yeah.

RUSSELL
See, you're dangerous. Most people are just waiting to talk, but you *listen*.

WILLIAM
Right. Right.

RUSSELL
So your question you asked me.
(MORE)

RUSSELL (cont'd)
I think about it every fucking night. The "business." I hate it!
(quietly)
I grew up with these guys, okay? I can't play all that I can play, I'm *past* these musicians, do you understand?

WILLIAM
I do.

RUSSELL
The more popular we get, the more I can't walk out on them, the bigger their houses get, the more pressure... you forget, man. You forget what it is to be a *fan*. You can hear it in a lot of bands who get successful - it doesn't sound like *music* anymore. It sounds like... like *lifestyle maintenance*.

William looks down at his lifeless tape recorder.

WILLIAM
Yeah.

RUSSELL
Man, it feels good to say this stuff out loud. But what am I doing? I'm telling secrets to the one guy you don't tell secrets to.

WILLIAM
No, that's okay. We'll do the interview tomorrow.

RUSSELL
Okay. So tonight it's "friend".... and when we wake up tomorrow - "*interview guy.*" We'll figure it out as we go, buddy. We trust you.

William watches, part of the crowd... somehow feeling a little compromised. He doesn't care. Penny gestures for him to join them.

EXT. ARIZONA STADIUM - NIGHT

It's finished raining. The pre-show huddle breaks up, William a part of them. Penny Lane adjusts Larry's look, taking the scarf from around his neck and tying it around his leg. He looks instantly better.

William watches in the darkness as Dick takes the microphone. The best part of Dick's day has arrived.

DICK
Good evening Phoenix. From Troy, Michigan. Please welcome. *Stillwater.*

Lights come up, as the band launches into "Fever Dog." Russell reaches to adjust the microphone for a back-up vocal and is hit with something unexpected. A sharp electric *shock*. It's just a slight pop in the loud din of music, but something is clearly wrong. Russell holds onto the microphone stand with a surprised look, conducting high-voltage for two seconds and then he *snaps* his hand off the metal. His face is white, he takes off his guitar and stumbles off-stage, collapsing a couple steps later.

EXT. BACKSTAGE -- NIGHT

Dick is waves wildly for the band to board the bus, which has been pulled up into the backstage area. He guides a sagging Russell, assisted by Penny lane, into the bus.

DICK
Get in, get in!!

William boards the bus, as the extremely agitated **PROMOTER** arrives to confront Dick.

PROMOTER
Are you the manager of this band?

DICK
That, and more. Get in!

PROMOTER
You didn't even play a full set!

Dick whirls and unleashes an anger we've not yet seen, gesturing with the silver briefcase that does not leave his hand.

DICK
Your shoddy stage set-up almost killed our guitarist!

PROMOTER
You trashed the dressing room - you didn't play your twenty-five minutes -

DICK
Everybody in! Get in the bus!

PROMOTER
I'll report you to every promoter in the country! I'm gonna talk to Frank Barsalona!

DICK
YOU DON'T FUCK WITH MY BAND'S SAFETY!! **EVER.**

PROMOTER
I hope you have a good lawyer.

DICK
I AM A LAWYER!

He swings into the bus, as the bus revs.

PROMOTER
LOCK THE GATE ON 'EM!

INT. BUS - NIGHT

Russell sits, pale, next to Penny at the front of the bus. He looks at his singed hand. William sits nearby, watching Russell, making notes out of eye-sight of others. The ever-jealous Jeff, unseen by William, cranes to see that he's writing in his notebook. Dick swings into the seat across from Russell. The bus door shuts, as the promoter is still yelling. Doris is slow to gain speed, as Sapphire appears, running alongside. She knocks on the window next to William.

SAPPHIRE
I forgot to tell you! Your mom says to call home immediately. She says *she knows what's going on!* See you guys in Topeka!

William nods with embarrassment, waves to her, as the bus races toward the now closing gate.

DICK
(casually, to Russell)
Wanna buy a gate?

Before Russell can answer - BASH. Doris barrels through the steel-gate, snapping it like a chopstick to great cheers inside this bus.

DICK (cont'd)
You just bought a gate.
(to the bus)
C'mon Doris!! Get us out of town!!

The bus struggles up a slight incline, heading for the freeway, everybody rooting for Doris. We hear Led Zeppelin's "That's the Way."

INT. BUS - EARLY MORNING

Song continues on Russell, sunglasses in place, mouth agape, sleeping upright next to a similar-looking Penny. They fit together. William takes the camera and snaps a Polaroid of them. She wakes up.

PENNY
Give that to me.

She grabs for it, they have a brief play-fight. He hustles to the back of the bus, pockets the photo, and settles down to watch the passing landscapes. Out the window, a long-distance running team of Girls keeps pace with the bus for a bit.

LARRY
Russell. Wake up. High school girls.

RUSSELL
Let it go, Fellows, let it go.

Penny waves to the real world, briefly, then playfully gives the running girls the finger. They wave back.

PENNY
When we go to Morocco, I think we should wear completely different clothes, and be completely different people.

WILLIAM
What will our names be?

She snaps a Polaroid of a nearby sleeping Silent Ed, pockets the Polaroid. She regards Russell up ahead, also sleeping.

PENNY
What do you think of Russell?

WILLIAM
I like him. But that's between us because I'm a professional.

PENNY
You're coming to Cleveland, right?

WILLIAM
Cleveland, Ohio? Oh no no no.
(MORE)

WILLIAM (cont'd)
I gotta get my interview with Russell before *Greenville*. And you've got to help me. Okay? Friends... remember?

PENNY
You should give him a break. There are real problems in the band. Off the record.

WILLIAM
What problems?

PENNY
Okay. I got it. I think your name should be Spencer, and mine will be Jane.

WILLIAM
I can't keep up with you.

PENNY
No one can.

WILLIAM
What's your real name?

She puts her arm around him. It's intoxicating, but he doesn't quite know how to act. As she watches Russell sleeping up ahead:

PENNY
Here's the thing about Russell. He's my last project. I only do this for a very few people. And I think we should do it together - he's great. Almost great. We've got to take him there. You and me - we can do it. Deal? Because the other guys are good - but he could be great. He's my last project.

He looks at her. She imitates his face back to him.

PENNY (cont'd)
It's all happening.

EXT. NON-DESCRIPT CITY ON THE WAY TO TOPEKA DAY

Jeff Bebe exits a roadside rest room to find Doris leaving the parking lot, continuing the journey to Topeka without him. Music continues.

BEBE
No, it's okay. I'm easy to forget. Just leave me behind. I'm only the fucking lead singer! Hey!

Bebe runs after Doris as the band pulls away.

INT. BACKSTAGE PAY PHONE - NIGHT

William is on the pay phone with his Mother. The show booms in the background.

WILLIAM
I know. I know. I know. Mom. Mom. Right now, Topeka. Then Greenville. Then home.

He winces slightly, holds the phone away from his ear for a moment.

WILLIAM (cont'd)
I'm sorry I didn't call yesterday! It's not like you can just *carry a phone around with you.*

Penny Lane now enters, watching, with **BETH FROM DENVER.** She's 17, flashily dressed with a suitcase and the wide-eyed expression of a college girl visiting the Louvre.

PENNY LANE
Willaim, this is Beth from Denver. One of the legendary original Band-Aids. She's clairvoyant.

BETH
Estrella says hi, and told me I could stay in your room.

WILLIAM
(juggling conversations)
Uh...sure.

BETH
Thanks. I've got some hydroponic pot!

William covers the phone instantly.

INT. ELAINE'S SCHOOL OFFICE -- DAY

Mom sits in her school office, a miniature version of her home - a fortress in which she is surrounded by books. She can't resist a sentimental moment.

ELAINE
I guess I just miss you, and I don't understand why I've driven both my kids so far away from me. By all practical rules don't I get you for three more years?

He is touched by her vulnerability, more visible now than ever, as the band begins "If You Say Nothing" in the background.

ELAINE (cont'd)
Was I not fun?

INT. BACKSTAGE PAY PHONE -- NIGHT

William has his finger in his ear. The din of Stillwater's set now blots out all other noise.

WILLIAM
I missed the last thing you said.

ELAINE
I LOVE YOU.

WILLIAM
WHAT?

ELAINE
(angry, louder)
I MISS YOU AND I LOVE YOU!

William now notices Penny standing nearby, picking at a salad from a paper dish. Looking at her, he lets loose with what he believes is a private confession.

WILLIAM
I LOVE YOU!!

Penny smiles knowingly and turns away. Camera stays on William. He is suddenly and deeply traumatized.

INT. TOPEKA DRESSING ROOM -- NIGHT

Penny glides into the room, adjusting clothes, lighting a candle. A towel around his shoulders, Russell's hair is slicked with sweat from a show just finished. The kid plugs in his microphone.

WILLIAM
Do you have to be depressed to write a sad song? Do you have to be in love to write a love song?
(MORE)

WILLIAM (cont'd)
Is a song better if it really happened to you? Like, "Love Comes and Goes"... where did you write that and how did it come about?

Russell looks at his hand, thinks.

RUSSELL
When did you get so professional?

In the background, Penny Lane irons Silent Ed's shirt. Ed watches her appreciatively, drumming silently on a rubber pad. In the corner, Jeff watches them all with a vague feeling of being underappreciated. And now Dick enters with a large cardboard box.

DICK
(importantly)
Gentlemen. Your first t-shirts have arrived.

There is an immediate buzz in the room, as Dick yanks open the box filled with new white t-shirts. He untangles the first fresh shirt, and displays it proudly. A silent beat as all examine it -- their first t-shirt. Faces fall. Ed stops drumming. There has been a mistake. It is a fuzzy band photo with the group name emblazoned below. Only Russell, who stands out front, is colored-in and emphasized on the shirt. He turns away, making a noise. Jeff stares at the t-shirt. He's just about in tears. There is a long silence and then Ed resumes drumming on the rubber pad.

DICK (cont'd)
It's the record company's mistake. And they will *pay*. Shirts gone, band happy.

He drops the offending shirt into the trash, as if it were contaminated, and exits with the box. William watches as the two men, Russell and Jeff, move to opposite sides of the room. The vibe is thick. Russell turns to see Jeff staring at him.

RUSSELL
Can we just skip the vibe and go straight to us laughing about this?

JEFF
Yeah. Okay.

RUSSELL
Because I can see by your face - you *want* to get into this -

JEFF
How can you tell? I'm just one of the out-of-focus guys.

RUSSELL
Here we go.

William watches as Russell fishes the t-shirt out of the trash.

RUSSELL (cont'd)
Here. Take it. You LOVE this shirt - it lets you say everything you want to say.

JEFF
Well, it speaks pretty loudly to me.

RUSSELL
(turning away)
It's a *t-shirt.*
(to Larry)
Do you care about a t-shirt?

LARRY
I'm just hungry, man. Let's just go out and find some barbecue or something.

JEFF
I'm always gonna tell you the truth.

The kid looks down.

JEFF (cont'd)
This is big stuff, man. From the very beginning -- we said -- I'm the front man and you're the guitarist with mystique. That's the dynamic we agreed on -- Page, Plant... Mick, Keith. But somehow it's all turning around. We have got to control what's happening. There's a responsibility here --

RUSSELL
Excuse me, but didn't we all get into this to *avoid* responsibility?

JEFF
Forgive me. But this is the slow-moving train of compromise that will *kill* us.

RUSSELL
Right. All my fault.

Russell makes a disgusted noise. Penny Lane exits discreetly, looking back at William.

JEFF
I can't say anymore with a writer here.

RUSSELL
You can trust him. You can say whatever you want. He won't write it.

JEFF
(eyes suddenly moist)
I work as hard or *harder* than anybody on that stage. You know what I do - I *connect*. I get people *off*. I look for the guy who isn't getting off, and I *make him get off*.
(beat)
Actually, that you can print.
(continues to Russell)
And yet, why do I always end up feeling like I'm a joke to you?

He looks at the t-shirt and starts to cry. Embarrassed and emotional and angry.

RUSSELL
No don't - don't do that.

JEFF
You want to pretend this isn't going to be a very big band. Well it is. You call yourself a leader of this band, but your direction allowed the t-shirt, when you allowed Dick to manage us, 'cause he's *your* friend... don't you see? The t-shirt is *everything*. It's *everything*.

RUSSELL
Is it my turn? Because I think we should, for once, say what we really mean --

JEFF
Oh, this is the part where you quit -

RUSSELL
Right. I'm so predictable.

Dick returns to the dressing room.

JEFF
Deal with it! And let me just say what nobody else wants to say to you -

RUSSELL
What?

JEFF
Your looks have become a problem.

DICK
Okay -- enough -- everybody get out of this room. Break it up.

They do, leaving Russell teeming with frustration. William leaves, Russell calls after him.

RUSSELL
Hey William. Let's go find something real.

EXT. ARENA -- NIGHT

The two men walk in long silent strides in the cold night air, beyond the backstage area. Fans begin to recognize and follow at a discreet distance.

WILLIAM
How you doing? You okay?

Russell doesn't answer.

RUSSELL
(resolute, wound up)
From here on out, I'm only interested in what's *real*. Real feelings. Real people. That's all I'm interested in... from here on out. You're real.

WILLIAM
Thanks.

RUSSELL
You know all about us and I don't know shit about you.
(struggling to be personal)
What's your... your family like? Tell me.

WILLIAM
Well, my dad died of a heart attack and my sister believes that my Mom is so intense that she had to escape our family. They can't seem to find a way to get through it. I mean, they don't even speak to each other anymore. Plus, she gave me all her albums, and now she's a *stewardess* -

RUSSELL
Okay, that's good. That's enough.

WILLIAM
It's good to talk about it. Really good. But here I am. Telling secrets to the one guy you're not supposed to tell secrets to.

RUSSELL
Ha ha.

He sees some hero worship in the kid's face, and it makes him nervous.

WILLIAM
Hey, man, maybe we should go back.

RUSSELL
If they want me, they can find me.

William turns and sees nobody following but fans. A big square Chevy van slows down. A **CONCERT-GOER** hangs his head out the window.

CONCERT-GOER
(battle-cry)
Wooooooooooo!!! You're Russell from Stillwater!!

RUSSELL
On my better days, yes. I am "Woooooo, Russell from Stillwater!"

CONCERT-GOER
Wanna go to a party at my friend Aaron's house?! I know you're a big rock star, but do you want to hang with some good people looking to have a good time? We're just real Topeka people, man.

Russell regards the van full of kids. More fans crowding around.

EXT. AARON'S PARTY - NIGHT

Russell arrives with William at Aaron's party in the rural outskirts of Topeka.

INT. AARON'S HOUSE - NIGHT

William watches as Russell slugs from a Jack Daniels bottle. They sit in the bedroom of a mindblown fan, 17 year-old **AARON**. Many from the neighborhood are now pouring into the home.

RUSSELL
(eyes glowing)
You. Aaron. Are what *it's all about*. You are *real*. Your room is real. Your friends are real. You are more important than... than... all the silly *machinery*. *And you know it!* In eleven years it's gonna be *1984*, man. Think about *that*!

AARON
Wanna see me feed a mouse to my snake?

RUSSELL
Yes.

INT. AARON'S HALLWAY - NIGHT

William follows Russell protectively. Russell is on a search for his roots, and everywhere he looks he sees truth and beauty.

PASSING FAN # 1
WOOOOOOO!!

A **QUIET GIRL**, 14, turns and watches Russell pass. We linger on her face, full of wonder.

WILLIAM
We should probably get back with the others.

RUSSELL
It's over, daddy.

PASSING FAN # 2
(holding red cup)
Watch out, there's acid in the beer that's in the red cups.

Russell looks at the cup in his own hand. It's white. Then, with his other hand, he *grabs* the red cup and drains it.

William winces. They move on.

RUSSELL
Topeka. Check it out.

Russell enters the bathroom. William stands guard, lecturing the fans massing in the hallway.

WILLIAM
Please don't give him any more acid.

INT. LIVING ROOM -- NIGHT

William waits anxiously to use the phone, keeping an eye on Russell. Russell is now dancing oddly with Quiet Girl and others in the living room, as more cars arrive outside.

Keeping an eye on Russell in the next room, William dials from a tour itinerary sheet.

WILLIAM
Dick!! I got him!! He's okay... he's on acid, though. I can't really tell. How do you know when its "kicked in?"

EXT. AARON'S BACKYARD - NIGHT

Russell stands on the jutting corner of the house rooftop. The unlit, unheated greenish family pool beckons to him below. It's kicked in.

RUSSELL
I AM A GOLDEN GOD!!

William yells up from down below.

WILLIAM
Hey Russell -

RUSSELL
I AM A GOLDEN GOD!!

WILLIAM
Don't jump, okay?

RUSSELL
And you can tell *Rolling Stone Magazine* my last words were -
(spreads arms, tries to think)
-- *I'm on drugs!!*

The kids cheer. William looks around, remains cool and yells upward in the cold night air.

WILLIAM
I think we should work on those last words.

RUSSELL
Critic!!

WILLIAM
No, I'm not -

RUSSELL
Okay I got it. I got it. I got it. I got it. This is better. Last words -
(spreads his arms, his greatest realization)
I DIG MUSIC!!

It gets a skimpy reaction from the partygoers.

RUSSELL (cont'd)
I'm on drugs!!

They applaud again.

WILLIAM
Just come on down!!

RUSSELL
Okay.

He *jumps* into the cold, algaed water below and sinks immediately. One kid jumps in, then another. *Everybody wants to save Russell.*

EXT. AARON'S NEIGHBORHOOD -- EARLY MORNING

It's getting lighter. Cars line the street. And now, finally turning the corner, is Doris the Bus.

INT. KITCHEN -- MORNING

William watches the effects of personal charisma. Wet partygoers surround Russell, bottle of Jack Daniels in hand, wrapped in towels. Now a bond has passed between them, all of them.

RUSSELL
Thanks for saving my life. I won't hold it against you.

Twenty different kids thank him for the opportunity. ("Glad to do it"... "Right on"... "Damn straight.")

INT. LIVING ROOM/KITCHEN -- MORNING

Door opens. Dick finds the woozy guitarist in the kitchen and clicks into time-tested road-managerial maintenance. Easing Russell out of his towel, slipping his own jacket around him, Dick's soothing bedside manner is sparkling. He withdraws the bottle from Russell's hands.

DICK
They've been crying for you like a bunch of whimpering pussies -

RUSSELL
The band is over. This is my family now.

OTHERS
Right on. He's staying with us.

DICK
Definitely. It's all over. We'll just ride on to Greenville, listen to some great music, finish the tour, and leave those ungrateful fools behind. And then we'll come back here, where you'll live.

RUSSELL
I know what you're doing... and *I like it.*
(noticing William)
Look at him. He's taking notes with his eyes.
(beat, to Dick)
How do we know he's not a *cop*? The Enemy!

DICK
Easy. He's your Guardian Angel.

William shrugs with style. Dick guides Russell to the door.

DICK (cont'd)
(privately, to William)
Don't worry. He only means half of what he says.

WILLIAM
Which half?

DICK
Good question.

WILLIAM
I have a lot more. Just help me get my interview so I can go home from Greenville. I have to go home.
(pulls Dick back)
I have to go home.

DICK
Hey. You saved the tour. That's good enough for now.

Frustrated but feeling important, William hands him some of Russell's wet clothes. William deftly retrieves Russell's shoes and smoothly plucks the guitarist's sunglasses from the Partygoer who also wears his belt. They move to the door in a pack. We hear the beginning of Elton John's "Tiny Dancer." Dick faces the crowd and addresses them in his "important" stage voice.

DICK (cont'd)
Ladies and Gentlemen, the evening is over! We hope you've enjoyed yourselves, and we'll see you again in *1974!! Good evening!!*

EXT. HOUSE -- MORNING

Russell stumbles out of the house to great cheers. Quiet Girl watches, mesmerized.

QUIET GIRL
(to herself)
I'll never forget you.

Dick pats William's arm one more time -- *good work*. They leave Aaron's house as legends.

INT. TOUR BUS -- MORNING

"Tiny Dancer" continues on the bus stereo. Russell sits up front, swathed in a large robe. He is alone and silent. William watches him from four rows back, next to Penny. She kisses the top of his forehead, a hero's welcome. He yawns. The song's vocal begins. Then, after a beat, we hear a voice or two, fighting the quiet and singing along. Then others... waking up... joining in. Then Jeff. Russell hears them and starts to sing along too, louder now, without turning around. It's a voice everyone wants to hear. Like it or not, this is his family.

WILLIAM
(quietly, to Penny)
I have to go home.

She flecks her hand toward him, as if sprinkling magic dust.

PENNY
You are home.

INT. COLLEGE CLASSROOM -- DAY

Elaine faces her Humanities class. She stands in an amphitheatre-style, inner-city college classroom, decorated with colorful unorthodox artifacts from her home. These earnest city college students listen to her. But she cannot continue. There is a thundering upset inside her.

ELAINE
I'm sorry. I can't concentrate.
(beat, confesses)
Rock stars kidnapped my son.

INT. LESTER BANGS BEDROOM - DAY

Lester Bangs is on the phone, surrounded by vinyl, listening to the MC5 in the background.

LESTER
How's it going?

INTERCUT:

INT. WILLIAM'S HOTEL ROOM - DAY

It's a small wooden-walled hotel room in Greenville. Polexia tries on clothes. William barely notices.

WILLIAM
Rolling Stone is calling me. I don't have my key interview. I don't know what to say. Days are just *going by*.

LESTER BANGS
You're flipping out. That's good. Alright. This is how you blow their minds. He'll ask you - this is Ben Fong-Torres, right? - he'll ask you how the story's going. Here's what you do - let's fry his mind. Tell him "it's a think piece about a mid-level band struggling with their own limitations in the harsh face of stardom." Ha ha!! This is fun!

WILLIAM
(madly copying onto his hand)
... think... piece...

INT. HOTEL BATHROOM -- NIGHT

William sits in the tub, without water. It's his makeshift office, he's surrounded with scraps of notepaper. He writes savagely, and now, savagely throws it away.

INT. HOTEL BEDROOM -- NIGHT

Sapphire, Polexia, Beth and Penny watch *The Midnight Special.* Sapphire looks at a room service menu.

SAPPHIRE
It says the food is hearty and adventurous.

POLEXIA
(yawns)
Greenville. I'm bored.

Penny yawns too, it's catchy, and rises to visit the bathroom.

POLEXIA (cont'd)
Hey let's deflower the kid.

BETH
I love that word - "deflower"

Now Sapphire yawns, looks in her purse.

SAPPHIRE
Who hid the quaaludes from me?

INT. HOTEL BATHROOM -- NIGHT

Penny enters to see William writing in the tub. She sits on the toilet to pee. He rises, flustered. His carefully organized notes scatter. He is unable to communicate all he feels.

WILLIAM
Whoa! Wait. I should leave. I think this is going backwards for me.

PENNY
Backwards?

WILLIAM
I don't know. I just thought we could hang out, maybe do some stuff back home, regular stuff, get to know each other better... and *then* I'd see you pee. I mean, that's the way I usually do it.

PENNY
You're one of us. It's no big deal.

WILLIAM
I'm *not* one of you.

PENNY
Oh! If you go to Cleveland, Bowie's going to be there at Swingo's, the greatest hotel in America. I'll introduce you to him, and his security guy Dennis.

William regards her for a moment.

WILLIAM
Don't you have any regular friends?

PENNY
Famous people are just more interesting.

He looks at her. Even sitting on the can, she's elegant and totally focused on him.

WILLIAM
Well, I would be worried that they were using *me*. And not that anybody's using you, but -

She swoons a little, touched and moved.

PENNY
Boy, if this was the real world and some guy talked to me like that -

WILLIAM
Let me finish. I'm not famous.... but you could always use *me*. If anything happens. And I would never use you. Even if I got famous. So you know, you always have that from me... in the real world. If you ever have to go back there, for anything.

She looks at him curiously, as the door blasts open. The girls head for William.

SAPPHIRE
Your time has come.

WILLIAM
Did Russell call?
(realizes their intention)
What are you -- stop it -- we're talking here.

SAPPHIRE
Pants him. Opie must die.

They swarm him, dragging him kicking into the bedroom.

INT. HOTEL BEDROOM -- NIGHT

Steely Dan, looking pale and somehow snappy, perform "Do It Again" on *The Midnight Special*. The girls force William onto the bed, and envelope him. Their sexuality is fun, untroubled. Shot moves past bodies crossing frame, onto William's face. Across the room, Penny sits watching. Beth and Polexia kiss each other playfully. William looks confused. Across the room, Penny laughs, turns up the TV, blows him a kiss.

Penny's eyes.

His eyes.

His sexual awakening may be downtime amusement for them, but to him it's an embarrassingly intense moment he shares only with Penny Lane -- across the room. She turns away, smiling, disappears into the next room. He watches Steely Dan on the television, as his virginity disappears.

SAPPHIRE
Just relax. Take a vacation from yourself. Leave this to professionals.

BETH
Don't worry. I've seen the future and this all works out reasonably well.

INT. BEDROOM -- NEXT MORNING

Sunlight floods in from the corners of the window-shades. William is surrounded by the fallen cavalry of the night before... Sapphire and Polexia. The phone rings, and Sapphire instantly snaps it up, still asleep.

Lost in her dreams, she offers the sexiest hello ever.

SAPPHIRE
Hello. Hi, Ben-Fong-Torres from *Rolling Stone.*

William snatches the phone, lowering his voice.

WILLIAM
Hello.

INT. BEN FONG-TORRES' OFFICE -- DAY

Ben Fong-Torres is on duty, suspicious and officious.

BEN
William Miller, this is your editor at -
(high level importance)
Rolling Stone. How's the story?

WILLIAM
I'm getting good stuff out here.

BEN
Sounds like it.

POLEXIA
(yawning)
Man, I need some -

William clamps a hand over her mouth. Fong-Torres is jocular, but tough.

BEN
Now listen. Get it together. We're both professionals, I don't have to tell you this. You're not out there to join the party -- we already have one Hunter Thompson. You're out there to interview and report. You got me? This isn't *Creem* Magazine, it's *Rolling Stone.* We need this story in four days. Now I want to know how it's shaping up.

WILLIAM
(consults his hand)
It's a think piece about a mid-level band struggling with their own limitations in the harsh face of stardom.

BEN
(beat)
I like what we're saying. Lemme try and get you a thousand more words. It's in consideration for the cover, but don't tell the band.

WILLIAM
(conflicted)
Crazy.

The kid hangs up. His anxiety has cranked three levels higher. He unclamps Polexia's mouth.

WILLIAM (cont'd)
Oh God oh God oh God. I've never written anything longer than a few pages. Oh God oh God.

POLEXIA
- coffee.

SAPPHIRE
Me too. Greenville is so boring.
(to William)
Any other city in the world and you'd still be a virgin.

WILLIAM
I'm going on to find Russell.

SAPPHIRE
Will you take the laundry?

WILLIAM
(to the girls)
What am I to you? Tell me right now! What. Am. I. To. You.

They find his desperation entertaining.

INT. HOTEL HALLWAY - DAY

The orange bag strapped over his shoulder, he lugs a *huge* bag of laundry. He consults room list. He passes Jeff Bebe's room. Bebe is working on a song. Room service arrives at another door, Dick and Beth answer in robes. Beth smiles sweetly to William - good morning - as door shuts.

WILLIAM
Houdini... Houdini...

He arrives at Russell's door. Two exclamation points have been Sharpie- markered to the words Do Not Disturb on the

sign that hangs from his door. Carefully and politely, he knocks.

RUSSELL (O.S.)
GO AWAY!

Pissed, the kid flips off the door. He sits down in a chair directly across from the room. Push in on William, who is more pent-up than ever. He tries hard not to cry, taking gulps of air as a maid cart swishes past, revealing... he's failed. He cries. We hear David Bowie's live version of "Waiting for the Man."

INT. SWINGO'S CELEBRITY INN - LATE NIGHT

Russell and band enter like warriors, in a pack. Here, in the middle of the midwest, is an explosive rock mecca, just as promised. The feeling of belonging invades all those in this lobby.

FAN
It's Bowie!

The lobby ignites, as William stands near Penny and Russell. Bowie races from a limousine through the lobby and into the elevators. He is shrouded by a jacket. Just the top of his electric red hair travels the lobby, as he's hustled into the elevator. Cleveland. And out of the chaos comes...

INT. HOTEL ROOM - DAY

Jeff and Polexia smash against the wall of the Swingo's hotel room, kissing.

INT. HOTEL ROOM - DAY

Russell and Penny Lane, post-sex, play Parcheesi with music blasting.

INT. HOTEL ROOM - DAY

William sits alone.

INT. BACKSTAGE CLEVELAND PAY PHONE - NIGHT

A wild Cleveland crowd in the building. And backstage, there is a whiff of business now too. Men in satin tour jackets and some Disc-jockey types cruise the backstage. A Hysterical Fan is led screaming to the nearby medic room. Few even react - it's Cleveland - as the shot finds William, tired and yawning, on the backstage pay phone. He is well-rehearsed but stoic, absolutely ready for the worst.

WILLIAM
Hi Mom. I'm in Cleveland. I'm fine. I'm fine. I'm flying back on Monday morning. I'll only miss one test. I'll make it up.

Larry and Ed watch nearby. Russell joins them, holding guitar. All are clued into William's drama.

INTERCUT:

INT. LIVING ROOM -- DUSK

Mom sits in silence.

RUSSELL
Tell her you're a slave to the groove - you can't help it!

WILLIAM
(covers phone)
No.

Mom wrestles with her silence, but remains resolute. The kid is dying for her to speak. Russell grabs the phone.

RUSSELL
Hi Mom! It's Russell Hammond, I play guitar in Stillwater! It's my fault. How does it feel to be the mother of the greatest rock journalist we've met? Hello?

Silence. Penny passes and stands near William, smoothing her pass. They watch a new pack of groupies prowl the road-crew. They are more glam, more trashy and less selective. They glare insolently at Penny Lane. This is the future.

RUSSELL (cont'd)
You've got a great kid -- nothing to worry about! We're taking care of him! And you should come to a show sometime! Join the Circus!

ELAINE
Listen to me. Your charm does not work on me. I'm onto you. Of *course* you like him.

RUSSELL
Yes.

ELAINE
He worships you people and that's fine with you, as long as he *helps make you rich.*

RUSSELL
(a nerve is struck)
Rich? I don't think so -

ELAINE
Listen to me. He's a smart, good-hearted, 15 year-old kid, with infinite potential.

Russell looks over at the kid. He's *15?*

ELAINE (cont'd)
This is not some apron-wearing mother you're talking to. I know about your Valhalla of Decadence, and I shouldn't have let him go. He is not ready for your world of compromised values, and diminished brain cells that you throw away like confetti. Am I speaking clearly to you?

RUSSELL
Yes, ma'am.

ELAINE
If you break his spirit, harm him in any way, keep him from his chosen profession -- which is *law,* something *you* may not value but *I* do -- you will meet the voice on the other end of this telephone. And it will not be pretty. Do we understand each other?

RUSSELL
Yes... yes...

ELAINE
(always the teacher)
I didn't ask for this role, but *I'll play it.* Now go do your best. "Be bold and mighty forces will come to your aide!" Goethe said that. It's not too late for you to be a person of substance. Get my son home safely, I'm glad we spoke.

She hangs up. Russell hangs up, oddly affected and shook up. William feels embarrassed by his mother, once again.

CLEVELAND ARENA -- ON THE HUDDLE

William with the band. He yawns, as the band breaks. Cleveland awaits. We follow the band onto the stage platform, still in darkness. Already, stomping and applause is mounting. Russell turns to William before taking the stage:

RUSSELL
Your Mom kind of freaked me out.

WILLIAM
She means well.

Still rattled, he takes the stage. We see the unbridled enthusiasm of the faces on the front row. It's Dick's turn to shine. (Alt: He lets the kid introduce the band tonight.)

DICK
From Troy Michigan...

Russell thwacks a couple chords. Audience thunders. He turns to other members, feeling chills. It's in these moments that everything else disappears. They bow and wave, still in darkness... each member seems to have his own fans. Dick lets all this play out.

DICK (cont'd)
Will you please welcome to Cleveland...

More applause. This is very very very *very* fun.

DICK (cont'd)
Stillwater.

Lights come up. A full blast of audience love hits them right in the face, as they begin "Fever Dog."

INT. DRESSING ROOM -- NIGHT

William sits with Russell. Eyes red with exhaustion, William holds the mike stoically.

WILLIAM
So when you play a great show like tonight...

Dick enters with great urgency.

DICK
Okay. I need everybody's attention.

The kid shuts his eyes. He *knew* this would happen.

DICK (cont'd)
Alright, well, the rumors are true. The record company has sent a big-time manager here to try and talk you into replacing me. His name is Dennis Hope. I know you've all heard of him. He's got all the big bands. He's right outside. He wants five minutes with you right now. I think we gotta do it.

RUSSELL
(pissed)
Then bring him in.

William shuts off his tape recorder. Again.

JEFF
Bring him in! We'll send him out on a rail!

RUSSELL
(to William)
We'll finish on the way to Maryland. You can fly home from Maryland.

William nods, exhausted, as Dick opens the door. In walks a friendly man in a baseball t-shirt, well-trimmed beard and bowl cut. He holds the super-new Halliburton briefcase. He is **DENNIS HOPE**, 25, a man from the midwest, with a vision of the future of rock and roll. Already in his head are all the things that will come to pass. Higher ticket prices. Merchandising deals. Greater distribution and accounting of album sales. He shrugs hello to the band. He is completely unthreatening.

DENNIS HOPE
Hi.

RUSSELL
We already have a manager. He's been with us from the beginning.

Hope appreciates the lack of small talk. He strides the room with the joyful enthusiasm of a kid who wants to build a fort. Russell watches, dismissive, holding his guitar.

DENNIS HOPE
Respectfully. We all have our roots. I believe in bands holding onto their roots.

(MORE)

DENNIS HOPE (cont'd)
But those roots need to be augmented. I'm gonna tell you the truth - I may enrage some and enthrall others. I don't really give a fuck. Your manager here *needs a manager*. Example. If you hadn't run out on the contract in Phoenix, you *could* have sued over Russell's hand... but you left, negating the contract, forfeiting the deposit, and you effectively traveled a long way to pay that promoter... to electrocute you.

Russell looks at his hand.

DENNIS HOPE (cont'd)
We can all work together. Your damages have put you way into the hole for this tour. Right now you owe the record company more than you've got. But your record's selling, there's money to be made. So I've brought a plane in, we can add more shows to make-up the difference. *Respectfully*.

RUSSELL
We travel by bus.

JEFF
Doris is the soul of this band! That bus has been our home since we were the Jeff Bebe Band.

Dick watches his loyal band with admiration.

DENNIS
Hey man -- I'd travel on a *pogo stick* if I thought we'd make more money. You can play more dates with a plane.

RUSSELL
(passionate)
Hey man, it's not about money! It's about playing music, and turning people on!

The band agrees. Dennis Hope enjoys the give-and-take. He continues delicately.

DENNIS HOPE
Yes, of course. Clearly. *Respectfully.*

The band looks at Dick, who manages not to be speechless.

DICK
But why should we pay *you* for something we can do ourselves?

DENNIS HOPE
(immediately)
Do you know how to keep from getting charged for the ice below the floorboards of Chicago Stadium? Do you *know* how to do a headlining tour?
(look around, amazed)
Do you know how you get a record not pressed but *played*? Do you know? I didn't invent the rainy day, man. I just own the best umbrella.

He laughs. It's fun. Band members are now listening, curiously spellbound.

DENNIS HOPE (cont'd)
You've got to take what you can, when you can, *while* you can. And you've got to do it *now*. That's what the big boys do.
(band squirms, but listens)
Because if you think Mick Jagger will still be out there trying to be a rock star at age fifty, you're sadly sadly mistaken.

INT. CLEVELAND ARENA - NIGHT - SAME TIME

Penny Lane stands on stage facing the empty arena. The roadies have packed up and moved on. She is alone in the poetic and trash-filled structure that was just hours ago filled with people.

EXT. PLANE -- DAY

Band walks to the new plane sitting on the tarmac. William looks back at Doris.

EXT. PRIVATE AIRPORT -- DAY

Doris the bus stays behind in the parking lot, abandoned near a field. The new plane lifts off in the background, as the bus sits alone, as if crying steel tears. Bus Banner reads simply: CLEVELAND.

INT. BOSTON HOTEL ROOM HALLWAY -- DAY

William walks the hallway with tape-recorder and notebook, trolling for Russell. William veers into Dick's open room, where a poker game with many different Roadies is in progress. The room is thick with exotic smoke. They are a bunch of road-hardened snobs, smoking cigars and other items, famous to themselves, listening not to rock and roll... but Sarah Vaughn. Title: BOSTON.

WILLIAM
Anyone seen Russell Hammond?

DICK
The Enemy!

Door widens to reveal Russell.

RUSSELL
Hey! Welcome to the Road Crew Poker Party. This game's been going on for two years.

DICK
That's Mick - he's with The Who. That's Reg - with Humble Pie. John - with J. Geils. Raymond with the Eagles... and you know Red Dog.

RED DOG
Hey brother.

Like the others, **RAYMOND**, 27, is erudite and happy to be away from his band...where he must be subservient.

RAYMOND
We only let Russell in because he brought the hash.

DICK
Easy, the press is here.

RAYMOND
Don't mention me, *or* The Eagles.

Grumbling roadies continue playing. Like an old pro, the kid turns down a Cola-can hash-pipe. This hand is down to Dick, and Reg.

DICK
Side proposition.
(MORE)

DICK (cont'd)
For fifty dollars and a case of Heineken, I will put into the pot... the Band-Aids, who need to exit our tour before New York. Three Lovely Ladies, including the famous Penny Lane...Russell, that okay with you?

Russell hesitates, says nothing.

RAYMOND
Ah, Russell you're getting soft.

RUSSELL
(doesn't look at kid)
Okay.

REG
It's a deal. Show 'em.

Dick lays down three tens. Reg lays down three Kings. Dick loses.

DICK
Three Lovely Ladies... now in the custody of Humble Pie. Be good to 'em, Reg.

REG
Alright, so we owe you fifty dollars and case of Heineken.

Embarrassed, Russell notices the kids face. He leans over, and speaks confidentially to him.

RUSSELL
Look. Nobody's feelings are getting hurt Here. She already knows Leslie's coming to New York tomorrow. They all understand. This is the Circus. Everybody's trying not to go home. Nobody's saying *goodbye*.

WILLIAM
No, I got it.

RUSSELL
These are the Rules that come with every electric guitar and every amplifier. They're just not *written* anywhere. Rock and roll.

But the kid feels bad, and Russell knows it. Staring right at him:

RUSSELL (cont'd)
Quit looking at me like that.

REG
(with cards)
Who's in and who's out?

EXT. MERIWEATHER POST PAVILLION BACKSTAGE DAY

William exits a backstage Portosan. Penny catches him by the grilling area where catering is preparing for the outdoor event. Their laminated passes swing from around their necks. Thudding in the distance, Stillwater plays "Chance Upon You."

PENNY
You think you can fool me. I read you. I know what you're thinking.

WILLIAM
What's that?

PENNY
You're *worried* about me and Russell.

WILLIAM
Yeah. I gotta work on that.

PENNY
You're so sweet. God -- if there was more of you in *him*...

WILLIAM
Don't tell me this stuff. I want to like him.

PENNY
(concerned for him)
Did you miss your test or something?

He shakes his head. It's so beyond a test. Penny continues, examining the angles.

PENNY (cont'd)
I know I'm not on the plane, and I'm not going on some *other band's bus*. I mean, I could go with the Stillwater road crew, but that would be pathetic. The girls are all going with Humble Pie. If you could find out from Russell --

WILLIAM
Penny -

PENNY
Forget it. I'm flying to New York myself. I have a bunch of partial tickets. I know his ex-wife, current girlfriend thing's going to be there -

William's eyebrows rise. She examines his face for clues.

WILLIAM
-- I'm not sure that's a good idea.

PENNY
What? What are you saying? What do you know? Did Russell say something?

WILLIAM
I don't know anything.

PENNY
I know he wants me there.

WILLIAM
Wake up! Don't go to New York!

PENNY
Why are you yelling at me?

She looks so achingly beautiful to him.

WILLIAM
I thought we were going to Morocco! There's no Morocco. There's never *been* a Morocco. There's not even a Penny Lane. I don't *even know your real name.*

PENNY
If I ever met a guy in the real world, who looked at me the way you just looked at me...

WILLIAM
When and where does the real world occur? I am really... confused here. All these Rules and all these sayings... and nicknames...

PENNY
Honey, you're too sweet for rock and roll.

WILLIAM
Sweet!

(MORE)

WILLIAM (cont'd)
Where do you get off... where do you get "sweet?" I'm not sweet. I'm dark and mysterious and pissed-off and I could be very dangerous to all of you... I'm not sweet, and *you should know that about me! I am The Enemy.*

He starts walking back to the stage. She follows. They are two very young kids thrashed by the seas of rock and roll. His frustration increases. She just doesn't get it. Applause in b.g.

PENNY
Look. You should be happy for me. You don't know what he says to me in private. Maybe it *is* love. As much as it can be with someone who --

WILLIAM
(blurts)
-- sold you to Humble Pie for fifty dollars and a case of beer? I was there!

He is instantly sorry. Her world privately crumbles, but she tries to remain stoic and carefree. She wipes off a single tear.

PENNY
What kind of beer?

INT. LIMOUSINE -- DAY

William watches, facing the band from the jump seat of their limousine, heading into New York City. Up ahead, Manhattan looms, beautiful and scary.

RUSSELL
Hey William. We showed you America. We did everything but get you laid.

Beat. They look at each other curiously. How much does the other guy know? *Everything.*

EXT. WARWICK HOTEL -- DAY

Russell and band exit limo. A cluster of hardcore Stillwater fans wait outside, holding rare vinyl, fresh magic markers in hand. William in tow crawls out of the limo last. Dick goes to work, pulling luggage from the trunk. A serious-looking Fan (**LENNY**) approaches Russell with an autograph card.

FAN
I'm from the Church of Lenny. We bow to his will and all that it represents - The King of the King of Kings.

RUSSELL
Make it out to --

FAN
To *Lenny.*

Russell nods -- of course. He signs, as Dick approaches with a well-placed word in his right ear. Dick's New York City mode is almost military.

DICK
She's here.

William turns, expecting to see Penny. Instead we see the athletic, pretty and collegiate **LESLIE.** William studies her, everyone saying hello to Leslie, everyone knowing the subtext. He watches as Leslie mothers Russell, wiping a smudge, a long-term relationship on display. The change in Russell is almost embarrassing to watch.

JEFF
Leslie!

DICK
Your room is completely stocked, far away from the noisy ice machines, elevators or maid quarters. The air-conditioning is already on. Here's your security key, and by the way you look stunning. Bags in five! Cars leave for the party at six!

LESLIE
ThanksI'llseeyoulater.

The young journalist studies the tour's subtle shift. Bittersweetness is in the air, as Leslie greets the other band members. William pulls his heavy bag out of the back of the limousine. He hears a familiar voice.

WILLIAM
Vic!

It's Super Zeppelin fan Vic Nunez.

VIC
(whispers)
It's all happening. Zeppelin is at the Plaza. So's four other bands. They're partying up there right now. Sapphire, and Miss Penny Lane too... she wants you to call her.
(William reacts)
They're all staying under the name Emily Rugburn.

William takes in the information, while regarding Vic's new custom shirt, which features the words to Zeppelin's "The Rain Song."

RUSSELL
(exiting with Leslie)
After the party. I'll come to your room - I promise. We'll talk. This is Leslie, by the way. Leslie, this is The Enemy.

They shake, she smiles randomly.

INT. WARWICK HOTEL FRONT DESK -- DAY

William checks in.

CLERK
William Miller? Sir, you have an urgent call.

William takes the phone. The Clerk watches curiously as the kid adopts a deep-voiced persona.

WILLIAM
Hello.

INTERCUT

INT. JANN'S OFFICE -- SAN FRANCISCO -- AFTERNOON

On a rainy day in San Francisco, Ben Fong-Torres stands in the copy-strewn office of the young editor/publisher **JANN WENNER**. Several other editors are also present in the background, including David Felton with cigarette-holder in mouth, and a prep-school Fact-Checker named **ALLISON**.

JANN
This is Jann Wenner, publisher of *Rolling Stone*. Congratulations. It's gonna be a cover. Neal Preston will shoot 'em next week in L.A.
(MORE)

JANN (cont'd)
We need you back in San Francisco tomorrow. We'll finish the story here. Talk to Ben.

William is overwhelmed with many emotions, fear topping the list.

BEN
You can tell the band. Allison, our fact checker, needs you to transmit whatever you have of the story, tonight, *now*, along with your notes. There is a mojo at the *Daily News* they'll let us use -

WILLIAM
Mojo?

BEN
A mojo. It's a *very modern* machine that transmits pages over the telephone. It only takes eighteen minutes a page...

INT. MAX'S KANSAS CITY -- DAY

The famous hub of New York rock and roll. A strong whiff of decadence mixes with youthful naivete. Not a hippie in sight. Overhead we hear Stillwater. "If You Say Nothing."

INT. BACKROOM -- LATER DAY

William sits with the band. Over Jeff's head, Penny hangs nearby, at the outskirts, drinking and dancing. They share a look, feigning casuality.

WILLIAM
You guys -- you guys --
(beat)
You're gonna be on the cover of *Rolling Stone*.

Stunned and overwhelmed, the band waits a beat, lets it sink in... and goes wild. Russell, stunned too, looks at the kid. It's big news. Jeff stands immediately, eyes moist, glass raised.

JEFF
(geniunely moved)
The cover of *Rolling Stone*. And we made it together.
(MORE)

JEFF (cont'd)
They don't just put somebody with *one little hit* on the cover of *Rolling Stone Fucking Magazine, man*..

The band nods solemnly, importantly. Jeff can't help but give a speech.

JEFF (cont'd)
Damn it -- I'm gonna enjoy this. The first time I bought that magazine The Beatles were on the cover. Four of them. *Four of us*. Together. *TOGETHER*!

They begin singing the then-current Dr. Hook and the Medicine Show hit, "The Cover of the Rolling Stone" to William.

LESLIE
Who is that girl? She's creeping me out. She's not with any of you, is she?

WILLIAM/DICK
She's with me.

And now Leslie has confirmation. A symphony of looks, as Dick moves to confront Penny. Penny Lane's eyes fill and she runs out. Russell stands... and sees William also stand. They regard each other for a moment, and William runs out. Russell slowly takes his seat, and does not leave. We hear Elton John's "Mona Lisas and Mad Hatters."

EXT. MAX'S KANSAS CITY -- LATER DAY

William exits as a crush of Partygoers arrives. No Penny. He takes off to examine the cabs stuck in traffic, looking in the back seat. None of them her. He runs down the street, looking for her.

EXT./INT. PLAZA HOTEL -- LATER DAY

William enters lobby of the Plaza Hotel, as orchestra music plays. He picks up the house phone.

WILLIAM
Emily Rugburn, please.

INT. PLAZA HOTEL -- DUSK

William approaches Suite 702. The door is open. He finds Penny in the backroom, addled and nearly passed out.

WILLIAM
What happened?

PENNY LANE
... I'm no good at goodbyes.

She sags. He grabs the phone.

PENNY LANE (cont'd)
You're the last of my old-time friends. Polexia went to England with Deep Purple... can you believe that? Even Sapphire's out someplace else. All she left was her quaaludes.

WILLIAM
Oh -- wonderful.
(into phone)
Front desk? Please send a doctor. Room... what room? 703. This is Mr. Rugburn. My wife's had an accident with some quaaludes. Yes - I'll do that.

The room has emptied out. Just them, and the remnants of a movable party that has moved elsewhere.

WILLIAM (cont'd)
Wake up!

He struggles to get her on her feet. She tips over on her strappy platform shoes. He struggles to untie them.

EXT. GRADUATION -- DAY

The School band plays "Colour My World." School **PRINCIPAL** at the podium.

PRINCIPAL
And now... our graduating class! Jane Abbott!

A peppy student bounds up and grabs her diploma, as Elaine watches dolefully in the audience.

INTERCUT:

INT. HOTEL ROOM -- DUSK

William holds Penny in his arms. Finally she is close to him.

EXT. GRADUATION CEREMONY -- DAY

PRINCIPAL
Raymond Sanchez!

Warm applause for another student who grabs his diploma. He takes off his mortar board to flash an American flag bandana. He raises his diploma in victory.

INT. HOTEL ROOM -- DUSK

William holds Penny Lane, and keeps her moving. It's a sagging, messy slow dance.

PENNY
"Please place *all stowable* luggage in the overhead compartments... or in the seat in front of you."

WILLIAM
(prompting)
"Seats and tray tables."

PENNY
"And seat-*backs* and *tray tables* should be in their full and upright and *locked* positions... "

EXT. GRADUATION CEREMONY -- DAY

PRINCIPAL
And our *"Pending" Graduates!*
(pause)
William Miller... not present.

Elaine applauds her son, stoically. It is a dagger through her heart. A sympathetic look from a nearby Mother continues the pain.

INT. HOTEL - DUSK

They move slowly, she's fading.

WILLIAM
"In the unlikely event of a water landing... "

PENNY
(eyebrows arching)
... why doesn't he LOVE me...

He smooths down her eyebrows. His face swings into view. Happy to have her close.

EXT. GRADUATION - DAY

The Principal shares a few thoughts.

PRINCIPAL
And to the class of 1973, we say -- don't forget to remember yourself as you are *today*... full of hope... and the dream that everything is possible... remember this, twenty years from now, when we all own home computers and we all travel in shiny electrical cars that move *swiftly*, high above the city... the key to the future is keeping today alive *forever*.

Elaine's head lowers slowly in a sea of happy parents. The day will never end.

INT. HOTEL ROOM -- DUSK

William holds Penny. She is very woozy.

PENNY
"... you will be required to..."
(gives up)
I'm tired.

She is very groggy, as he holds her.

WILLIAM
Well. Now that I have your attention. And you may not remember this later, I just want to make it clear that... *Hey!*
(she blinks, barely awake again)
I know you've heard this before. And I have never said this to anybody, not really - well, nobody who didn't legally have to say it back to me, but -
(tries to be casual)
I love you. And I have a hard time sharing you with all of rock and roll because I - why am I nervous? - You'll never remember this - HEY! -
(she blinks)
I love you, and I'm about to boldly go where... *many* men have gone before...

He kisses her. A doctor and nurse come crashing into the room. They push past William and pull Penny into the bathroom. He sits on the edge of the bed, looking into the bathroom, as they work on her. We hear Stevie Wonder. "My Cherie Amor.."

INT. BATHROOM -- NIGHT

Doctor places a tube down her mouth. A bored nurse holds a water-bag, lowering it to ground level.

ON THE BATHTUB

Her amber-colored stomach contents look like a Jackson Pollack portrait of the era, with three partially dissolved pills. Doctor hands enter frame and remove them. Music continues.

WILLIAM'S POV INTO BATHROOM

Her feet sticking out, wriggling. Music continues.

EXT. CENTRAL PARK POND - MORNING

They walk together. She's groggy and irritable.

PENNY
... I've done *twice* the things I said I did.

WILLIAM
What about your Mom?

PENNY
She always said - "Marry Up." Marry someone *grand*. That's why she named me... Lady.

WILLIAM
(horrified)
She named you *Lady*?

PENNY
Lady Goodman.

WILLIAM
This - this just explains *everything*.

PENNY
Now you know all my secrets. You got me.

He wishes he did. She rubs her stomach. It's a rocky morning.

INT. AIRPORT - DAY

She fumbles with her partial tickets, having exchanged them at the counter.

WILLIAM
See you back in the real world.

PENNY
Thank you, William Miller.

She kisses his forehead, and takes off down the accordion leading to her plane. She drops her coat again, bending down to replace it.

WILLIAM
Hey Lady!

Four Women turn, but not Penny. She disappears. Reprise Simon and Garfunkel. "America."

INT. AIRPLANE - DAY

Penny Lane settles into her seat on the airplane. She notices William watching from the terminal window, and waves.

STEWARDESS
Please extinguish all flammable items, and return all seats and tray tables to their full and upright locked positions.

She mouths along with the words. There is no one to share the joke with. And then a few blurry memories come back to her. She gestures to him... understanding him more fully... as he disappears.

INT. AIRPORT TERMINAL - DAY

William walks alongside her plane, moving from terminal window to terminal window. Catching her glance again, he's picking up steam. What is she saying?

INT. PLANE - DAY

She keeps watching as he runs alongside, still keeping up with her plane. She now fully remembers, and places her outstretched fingers on the window.

ON WINDOW

He is running through her fingers.

CLOSE ON WILLIAM

Who can run no further.

FADE OUT

FADE UP

INT. BAND PLANE -- DAY

William plugs in his microphone, and prepares to start the interview. It's a little bit of a rough flight. William wears the same clothes from the night before.

RUSSELL
Why didn't you come back to the party? Bob Dylan showed up. He was sitting at our table for... had to be an hour, right? Just *rapping*. Bob Dylan! I kept looking for you. I was going to introduce you.

The kid feels pain.

JEFF
What happened to you last night?

WILLIAM
It's a long story.

A sharp jolt of turbulence. Russell begins pounding on the card table in rhythm, singing Buddy Holly.

RUSSELL
"Peggy Sue... Peggy Sue... "

DICK
Please.

RUSSELL
"Pretty pretty pretty pretty Peggy Sue... "

A moment of laughter, and then *bam*. Jeff's drink rises and suspends briefly in mid-air. The plane takes another mighty knock.

JEFF
We shouldn't be here.

RUSSELL
Doris, we miss you!

Fear is creeping in around the edges. William, already an uneasy flier, looks down.

PILOT'S VOICE
This is Craig, your pilot. It appears we've caught the edge of that electrical storm we were trying to outrun. Buckle up tight now. We're gonna do our best to getcha out of this.

The rocking of the plane worsens, as all buckle up.

JEFF
"Electrical storm?"

RUSSELL
(strapping in for a roller coaster)
Rock and roll.

The sky darkens abruptly. William looks up, increasingly nervous, stares straight ahead. The plane suddenly drops and stabilizes. Everyone is silent but Russell.

RUSSELL (cont'd)
Wooooooo Baby!

A moment later, an ashen-faced **CO-PILOT** emerges, balancing himself with hands on the ceiling of the shuddering plane.

CO-PILOT
We're gonna try to land in Tupelo. We're going to have to cut the inside lighting for the next several minutes. We found a field to land in.

The kid notices Silent Ed is rubbing a small crucifix.

DENNIS HOPE
A *field*?

JEFF
I can't breathe.

Push in on Russell. We hear a series of unfamiliar electrical sounds, as the plane screwballs.

CO-PILOT
It might be a rough set-down. We should be fine.
(cracking at the edges)
But just hang in there. We'll get you out of this.

He returns to the cockpit. The weather worsens, as the hail suddenly pelts the plane, and it comes down hard. Inside lights shut off. Williams stares straight ahead, as the cockpit door swings open - total chaos visible inside.

CRAIG THE PILOT
I'm trying to maintain, but the fucking thing won't --

Craig turns and sees the door is open. The door swings shut again. Russell reaches out to calm the kid.

DICK
And everyone thinks it's so glamorous out here.

LARRY
(oddly detached)
He just told us we're gonna die.

JEFF
(insecurities running wild)
We're gonna crash in Elvis' hometown --

RUSSELL
Shut up.

JEFF
-- we can't even *die* in an original city!

RUSSELL
C'mon Dennis, get us a better city.

Nervous laughter. Another sheet of hail hits the plane.

LESLIE
Oh my God.

PUSH IN ON WILLIAM

Just shaking. Nearly in tears.

RUSSELL
If something should happen. Maybe I never said this enough. I love all of you. I don't think we have to do the secrets thing.

The plane shakes. Now lightening strikes very close. A flashing wall of electricity rolls through the plane and evaporates with a burning smell still in the air. In the darkness:

DENNIS HOPE
I once hit a man in Dearborn, Michigan. A hit-and-run. I hit him and kept on going. I don't know if he's alive or dead, but I'm sorry. Not a day goes by that I don't see his face.

LESLIE
(gripped with fear)
Oh my God.

The plane wildly rises, and falls. It stops for a moment. A strange smooth patch.

DICK
I love you all too, and you're my family. Especially since Marna left me. But if I ever took an extra dollar or two, here and there, it was because I knew I'd earned it.

RUSSELL
I *slept* with Marna, Dick.

JEFF
I did too.

LARRY
I waited until you broke up with her. But me too.

JEFF
I also slept with Leslie, when you were fighting.

RUSSELL
You... slept with Jeff?

LESLIE
Yes, but it didn't count. It was the summer we decided to be free of all rules.

Russell strains to get up and attack Jeff. The turbulence knocks him back in his seat.

RUSSELL
And you say you "love me."

JEFF
I don't love you, man. I never did.

RUSSELL
Please. Enough.

JEFF
NONE of us love you. You act above us. You ALWAYS HAVE!!

LARRY
Finally. The truth.

JEFF
You just held it over us, like you might leave... like we're *lucky to be with you.* And we had to *live with it.* I had to live with you, and now I might die with you and it's *not fucking fair.*

William watches, catatonic.

RUSSELL
(to Larry and Ed)
You hate me? *You?*

Larry stares at him. Ed says nothing.

RUSSELL (cont'd)
All this *love.* All this *loyalty.*
(incredulous, giddy)
And you didn't even *like* me.

JEFF
And I'm still in love with you Leslie.

Bam. The plane is pulling sideways, and dropping altitude.

LESLIE
I don't want to hear anymore. Shut up! Shut up! *Shut up!*

RUSSELL
Whatever happens, Bebe, you're dead.

JEFF
Don't be self-righteous, Russell, not now. You were sleeping with Penny, that groupie. Last summer, and up until *yesterday.* Why don't you tell Leslie THAT?

Russell tries to get up and attack him. The force keeps him in his seat. He yells. Loud.

DENNIS
(freaking out)
I quit.

The turbulence worsens. William finds his mouth saying emotional words he cannot control.

WILLIAM
"That groupie?" She was a *Band-Aid.* All she did was love your band. And you all -- you used her, *all of you.* You used her and threw her away. She almost died last night, while you were with *Bob Dylan.* You're always talking about the fans, the fans, the fans. She was your *biggest* fan and you threw her away. And if you can't see that, *that's* your biggest problem.

Russell and Jeff stare at each other. The plane is rocking very very hard. Leslie is crying.

ED
I'm gay.

They all turn to the silent drummer. (It's his first spoken dialogue of the movie.)

Then.

EXT. PLANE -- DAY

The plane pops out from below the clouds. Sunshine spikes through the embattled windows of the plane, as they float downwards to the city of Tupelo, Mississippi.

INT. PLANE -- DAY

A very very uneasy silence fills the plane. No one can look at each other. Out bursts the Co-Pilot, giddy with victory.

CO-PILOT
Thank God above, WE'RE ALIVE!!
WE'RE ALIVE!! WE'RE GONNA MAKE IT!!

Shot of all the occupants, ending with Russell. Suddenly, the alternative seems far more attractive. We hear Rod Stewart's "Jo's Lament" as music plays over their still-shocked faces.

INT. TUPELO AIRPORT CORRIDOR -- DAY

Music continues, as band and pilots walk together like ghosts in a long and very pregnant silence, ignoring the kid. Everything is different now. The kid peels off and throws up in a dumpster. We continue with the band, unhappily moving forward. William hustles back to catch up. They ignore him. There are much bigger thoughts in play. No one wants to speak.

The band continues moving forward, arriving at a fork in the airport terminals. William stops. This is where he must part company. He stands at the mouth of the next terminal, as the band continues, unaware he's split off.

He watches their backs, they've forgotten him. Then Russell turns, sensing something missing. William. All now stop and turn. Still shell-shocked, they summon a pre-occupied but heartfelt goodbye. William waves.

INT. CAB -- SAN FRANCISCO -- DAY

The kid checks the address as he arrives at the MJB Building, and its next-door neighbor, the San Francisco headquarters of *Rolling Stone* Magazine. He still wears the same clothes from New York.

INT. ROLLING STONE OFFICES -- DAY

William walks down the center aisle. Editors and writers look at him, standing at the front of their cubicles to see this exhausted 15 year-old writer. At the end of the aisle, like a human finish line, stands Ben Fong-Torres.

BEN
You're William Miller?

WILLIAM
Yep.

BEN
(putting it all together)
Oh baby.

Ben leads him into the office of Jann Wenner, the editor-publisher.

INT. JANN WENNER'S OFFICE -- DAY

William sits. Editors are feverishly discussing the next issue. The big concerns of a national magazine are in the air. Everyone is focused and quick. The conversation is machine-gun like.

JANN
We can't run the piece.

The kid's eyes travel to his story -- a stack of fuzzy-looking sheets on the table.

BEN
You obviously saw more than you wrote about. After eight days on the road with these guys.

DAVID FELTON
Didn't *anything* happen?

FACT CHECKER
Did you ever get anything on *tape* with Russell Hammond?

JANN
And where are *you* in this piece? What did *you* want to write? Because this reads like what *they* wanted you to write.

William sits speechless. It's sinking in. Failure. Conversation continues at a fast pace:

JANN (cont'd)
We can push up Chet's Who cover -

FACT CHECKER
Good 'cause it's going to take me three days to get through this research. It's all handwritten, on little slips. Plus, they all refer to women as "chicks." I mean, as a woman I have a problem with that. I know it's a side-issue.

DAVID FELTON
(sympathetic, loquacious)
It's a "puff piece." You fell for 'em. It happens. A relationship forms. You want them to like you.

WILLIAM
Please let me finish it. Give me tonight to work on it.

FACT CHECKER
The Who is all fact-checked and ready.

JANN
(to William)
Get some sleep. We'll do another story sometime. We'll get you a kill fee.

FACT CHECKER
His research is all on *little bits of paper*. Did I say that?

WILLIAM
Ben. You told me to *send what I had*. It's not finished.

FACT CHECKER
That's being charitable.

Ben looks at the kid, then at Jann. Jann scans the kid's face for a beat, nods.

JANN
Let him use the big office, where Hunter used to write.

William rises, gratefully. He shakes Jann's hand.

FACT CHECKER
(pointed re: his age)
You *can* type.

WILLIAM
Yes. I took it in *grade school*.

INT. BIG OFFICE -- NIGHT

William sits in the "big" office. It's a small white tank. After all the sound and fury, there is only the hum of a large electric typewriter. His research, and some band photos sit nearby. He takes a bite of a candy bar, a sip of coffee. He looks at the phone.

INT. LESTER BANGS' BEDROOM -- NIGHT

In the background, Coltrane and Ellington's "In A Sentimental Mood.". Lester Bangs on the phone.

LESTER BANGS
Aw, man. *You made friends with them!* See, friendship is the *booze* they feed you. They want you to get drunk on feeling like you *belong*.

INTERCUT:

INT. ROLLING STONE -- NIGHT

A rueful William sits in the empty *Rolling Stone* office.

WILLIAM
Well, it was fun.

LESTER BANGS
They make you feel cool. And hey. I met you. You are *not* "cool."

WILLIAM
I know. Even when I thought I was, I knew I wasn't.

LESTER BANGS
That's because *we* are uncool! And while women will always be a problem for guys like us, most of the great art in the world is about that *very* problem. Good-looking people have no spine! Their art never lasts! They get the girls, but we're smarter.

WILLIAM
I can really see that now.

LESTER BANGS
Great art is about conflict and pain and guilt and longing and love disguised as sex, and sex disguised as love... and let's face it, you got a big head start.

WILLIAM
I'm glad you were home.

LESTER BANGS
I'm always home! I'm *uncool*!

WILLIAM
Me too!

LESTER BANGS
The only true currency in this bankrupt world is what we share with someone else when we're *uncool*.

WILLIAM
(distraught)
I feel better.

LESTER
My advice to you. I know you think those guys are your friends. But if you want to be a real friend to them --

William takes a breath. Looks at the research cassettes and tapes. The empty page.

LESTER BANGS
Be honest and *unmerciful*.
(beat)
You're doing great. Call me later if you want. I'm always up.

INT. ROLLING STONE OUTER OFFICE -- MORNING

Ben Fong-Torres and David Felton look at William's new manuscript with great interest.

FELTON
Read me the opening line.

BEN
"I am flying high over Tupelo, Mississippi, with America's hottest band, and we are all about to die."

FELTON
(as if sampling wine)
Mmmm. Dark. *Lively*.

BEN
Yeah, and it gets better.
(impressed)
Did this all really happen?

William sleeps restlessly nearby, mouth agape, sitting upright in a plastic chair. The Fact Checker appears and jealously reaches for the manuscript.

FACT CHECKER
Give it to me. I'll call and check the quotes.

INT. NEW TOUR BUS -- DAY

The band rides in a new tour bus. The palpable tone in the air is -- PANIC.

LARRY
What did he write about? What's he using?

JEFF
It. *All.* He's using it all. This, according to the "fact checker."

RUSSELL
So what?

JEFF
So what? We come off like amateurs... some average band... trying to come to grips, jealous and fighting and breaking up - we're *buffoons*!

RUSSELL
Maybe we just don't see ourselves the way we really are.

JEFF
Is it *that hard* to make us look cool?

LARRY
By the way, he has you on acid, screaming "I Am A Golden God" from a fan's rooftop.

Russell looks immediately traumatized.

JEFF
They used him to *fuck* us.

RUSSELL
I didn't say "Golden God." Or did I?

DICK
We never took him seriously, and now it's serious.

RUSSELL
I liked him as a person.

JEFF
He was never a "person!" He was a journalist!

INT. ROLLING STONE OFFICES -- DAY

William is still being congratulated by his new peers. We see him woozy but beaming, as Allison the Fact Checker comes out of her office, waving the manuscript. She works her way through the cluster of editors.

FACT CHECKER
The band just denied 90% of the story. It's a fabrication.

Everyone looks at William, who is speechless and confused. Their congratulations stop on a dime. The fact checker can't resist twisting the knife a little.

FACT CHECKER (cont'd)
You weren't honest. And worse, you wasted our time.

WILLIAM
Did you talk to *Russell*?

FACT CHECKER
Russell Hammond is the one who denied it.

WILLIAM
Huh?

BEN
Now wait a second --

FACT CHECKER
Denied it.

BEN
(darkly)
Crazy.

FACT CHECKER
We're going with the Who - !

The kid has been sandbagged. The machine of a big-time magazine whirs into action on another story, as the cluster moves down the hall. Ben looks behind to William with equal parts sympathy and disappointment.

SOMEONE'S VOICE
He's just some *fan*... what did you expect?

INT. SAN FRANCISCO AIRPORT -- DAY

William moves like a zombie through the airport, and collapses in a seat. He sits still in the crowded flow of human traffic. A cluster of Flight Attendants pass. One stops, a stylish young woman wearing a tall bubble-shaped PSA hat with swirling colors. She looks at the kid.

ANITA
William?

He looks at her. He feels like he's on Mars, and she looks like a Martian.

ANITA (cont'd)
You guys this is my *brother*!

MALE FLIGHT ATTENDANT
(as if meeting a celebrity)
"The *Narc*?!"

William looks at them woefully, like a dog who's been hit by a car.

ANITA
You guys, I'll deadhead back later. I think I'm needed.

MALE FLIGHT ATTENDANT
Nice to finally meet you.

FEMALE ATTENDANT
You have a good day!

Anita examines her brother's face.

ANITA
You look awful, but that's *great*. You're living your *life!* You're free of... her.

WILLIAM
Yeah.

ANITA
Hey. I'll take off work. Let's have an adventure together. You and me, finally. Anywhere you want to go. Anywhere in the world.

EXT. WILLIAM'S HOME -- DAY

Sister and brother trudge up the steps.

ANITA
This is not my idea of good time.

WILLIAM
Just get me to my bed.

ANITA
I'll deal with her.

William whistles the family whistle. Mom meets them at the door.

She looks at her trashed son who has finally come home. She reaches out and strokes his hair, unsure of how to welcome this new version of her son home. And then... for the first time, she hugs Anita first, and it's not lost on Anita. It's a clumsy neck-hug, neither wanting to commit. The kid passes to his Mother's left, with suitcase, intentionally nudging her into his sister. Anita takes this as an aggressive act of love, and hugs her mother back. Tears stream down Mom's face. Their cheeks touch. Mom pulls away, and sees her own tears on Anita's face. Thinking that she's also crying, she grabs a tissue for them both.

ELAINE
I forgive you.

ANITA
I didn't apologize.

INT. WILLIAM'S BEDROOM -- DAY

The kid stands in the hallway listening, poised to enter his room, unseen by them.

ANITA
What are we going to do about him?

ELAINE
I don't know. Whatever happened to him, I just wish it could have happened to me.

ANITA
The magazine killed his story.

Now they really hug, Anita gulping back real tears. William watches them bonding over the oddest thing - his failure. He goes into the bedroom, the final three feet to sleep, and shuts the door. A hand places a hotel sign on the door - DO NOT DISTURB.

ON BED

He collapses with all his clothes on, instantly asleep. His walls, just as he left them, is a pantheon of rock heroes... with a very lonely Abraham Lincoln in the center.

INT. BACKSTAGE CREW MEAL - NIGHT

Russell sits down on a plastic chair with a paper-plate filled with buffet-style food. Other crew members sit nearby. He drinks a glass of milk. Sapphire appears, wearing sunglasses, and takes the seat next to him, holding a skimpy paper plate of vegetables.

RUSSELL
I feel bad.

SAPPHIRE
Well, at least you feel. That puts you in a higher class of asshole.

They eat in silence. Sapphire looks around. The new breed of groupies eye her, as they cruise Russell on the periphery. They're bolder, flashier. She eyes them back with seniority.

RUSSELL
What do I do?

SAPPHIRE
Well - you can do what the big boys do. Nothing.

RUSSELL
Yeah.

The girls still circle Russell nearby. He's unaware.

SAPPHIRE
You believe these girls? None of 'em take birth control, and they eat all the steak. They don't even know what it is to be fan... to love some silly little piece of music... or some band so much that it *hurts*? Please. They're only in it for the money. Shoo!! Go rob a bank, it's more honest!!

Russell looks into the face of Sapphire. Her words reach him.

RUSSELL
Is Penny okay?

SAPPHIRE
The Quaalude Incident. Yeah, it wasn't pretty. She could have died. I always warned her about letting too many guys fall in love with her. I guess I was wrong. One of 'em saved her life.

RUSSELL
William?

SAPPHIRE
What do you care - we all know what you did to him. Everybody knows, even Penny Lane.

Russell is moved and thoughtful. His world shifts a bit.

INT. HOTEL ROOM - NIGHT

Russell on the telephone. There is heartbreak, and real urgency in his voice.

RUSSELL
Hello Penny? It's Russell. Don't hang up. I won't call again, I promise. But just give me a second here. I need to see you, face-to-face... because I know we say "I" too much but, I was never as completely comfortable as I was with you, you know that. And if you have to break up with me -- do it face to face. Let's say all the things we never said. Give me your address. I'm coming to you this time. Don't be the one that got away. Please. Your address.

He listens for a beat, takes a pen. Gratefully, he writes down an address.

EXT./INT. MILLER HOME - DAY

Russell stands at the porch with the address in hand.

RUSSELL
(to himself, with urgency)
Penny... *hello*...

The door swings open. Russell Hammond stands face to face with Elaine Miller.

RUSSELL (cont'd)
I'm Russell Hammond.

ELAINE
So *this* is the famous Russell Hammond.

RUSSELL
I feel very strongly about your kid.

ELAINE
(very skeptical)
Come in.

He enters the living room. Anita watches from a distance.

RUSSELL
Is she home?

ELAINE
Who - Anita - ?

RUSSELL
Where am I?

ANITA
(suspicious, interested)
Hi.

ELAINE
You know, when we spoke... I felt we connected.

Russell looks at her - we spoke? Where am I? He looks around, sees the diplomas, the books... and then a department store photo of William. Dawn is breaking. He's been sent not to Penny's home... but to William's.

ELAINE (cont'd)
My son is very important to me too. And I think you do owe him an apology. So I appreciate you showing up.

RUSSELL
No, I... I agree.

ELAINE
There's hope for you yet.

INT. WILLIAM'S ROOM - DAY

William looks up, shocked and amazed to see Russell entering his room.

RUSSELL
Well.

WILLIAM
Hi.

RUSSELL
Did you talk to Penny?

WILLIAM
No, I -- I guess I've been asleep.

RUSSELL
So this is where The Enemy sleeps.

Russell looks around the kid's bedroom, surveying his wall of heroes, which still surprisingly includes himself. He moves closer to examine the photo. He's stretched out on a backstage couch, looking thoughtful... several years ago.

He turns away, and regards the kid.

RUSSELL (cont'd)
Our friend Penny is quite an interesting person.

WILLIAM
Yeah, she is.

Russell takes a seat on the kid's bed. Looks at his heart-broken face.

RUSSELL
I think we both wanted to be with her and... she wanted *us* to be together.

William is still amazed that Russell is actually in his room. Russell takes a breath.

RUSSELL (cont'd)
You know, you should give her a call. You both live in the same city.

WILLIAM
You think I should?

RUSSELL
Oh yeah. That girl really cares about you.
(wistful)
Man, I never even knew her real name.

William nods, keeps that secret for himself.

RUSSELL (cont'd)
So I called your magazine and told 'em the truth. I don't know what they're going to do, but I told 'em every word was true.

They sit together in his room, regarding the luggage and the souvenirs and the Polaroids of the tour gone by, listening for a moment to the silent echoes and the sounds of the faces and places they've been together. William stands and finds his tape recorder. He sets it down on the table with a purposeful thud, plugging in the microphone. He begins at the beginning.

WILLIAM
What do you love about music?

Russell regards him, moves forward and begins what will be a long interview. We hear Led Zeppelin's "Tangerine."

RUSSELL
To begin with... everything...

EXT. MILLER HOME - DAY

Russell says goodbye at a waiting cab. He can't help looking over the kid's shoulder one last time for Penny Lane. Music continues.

RUSSELL
If you talk to her. Give her this message. Tell her it ain't the same without her.

William stands in the same old spot, waving goodbye.

INT. BREAKFAST TABLE - DAY

Anita has been cooking. A substantial breakfast has been placed on the table. Sausage, orange juice... and now Anita sets down a plate of pancakes, with syrup and butter, in front of her mother. William watches his mother facing an old enemy - sugar. He leans back in his chair and relives the moments and memories of his journey. The music in his head ties his two families together the one he left behind, and the one he can now call somewhat complete. His own.

INTERCUT WITH IMAGES

The future. Russell and band on stage at an outdoor gig. Playing together in the only environment where they understand each other -- on stage. And then an airplane counter. Penny Lane slaps down a ticket. She wears a hat, and looks incognito.

PENNY LANE
Morocco. A seat by the window please.

ON SIDEWALK

Bam. A bundle of bound *Rolling Stone* Magazines lands on the newsstand pavement with a thud. Someone reaches in to cut the cord, as the magazines puff up into view. It's the new issue, with Russell Hammond and Stillwater on the cover. The title: Stillwater Runs Deep by William Miller. Just another stack of magazines waiting to be placed in the racks.

THE END